

ITEL

H
Rail Division

RECORDATION NO. 10362 FILED IN
Two Embarcadero Center
San Francisco, California 94111
(415) 955-9090
Telex 34234

DEC 27 1982 -2 25 PM

INTERSTATE COMMERCE COMMISSION

2-361A077

December 22, 1982

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No.
Date..... DEC 27 1982
Fee \$ 20.00
ICC Washington, D. C.

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Corporation for filing and recordation as an additional filing under the Lease Agreement dated March 8, 1979 between Itel Corporation, Rail Division and the Green Bay and Western Railroad Company, which was filed on May 10, 1979 at 2:00 PM and given recordation number 10362, four counterparts of the following document:

Lease Termination and Reinstatement Agreement dated as of July 7, 1982 by and between Itel Corporation, Rail Division and Green Bay and Western Railroad Company (the "Agreement").

Please cross-index this Agreement to the following document:

Lease Agreement dated December 16, 1981 between Itel Corporation, Rail Division and the Green Bay and Western Railroad Company, filed on March 3, 1982 at 2:30 PM and given recordation number 13579.

The names and addresses of the parties to the Agreement are:

1. Itel Corporation, Rail Division
Two Embarcadero Center, 24th Floor
San Francisco, California 94111
2. Green Bay and Western Railroad Company
P.O. Box 2507
Green Bay, Wisconsin 54306

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I.C.C.
FEE OPERATION BR.

MS. Agatha Mergenvovich
December 22, 1982

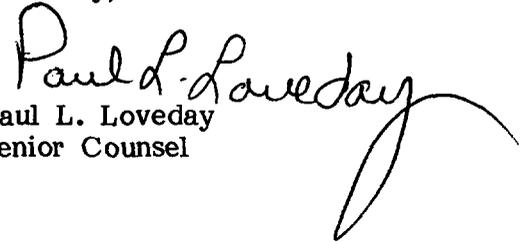
Page 2

The equipment covered by this Agreement is three hundred (300) 50'6" 70-ton XM or XP boxcars, bearing reporting marks GBW 8200-8299 and GBW 7450-7649.

Also enclosed is a check in the amount of \$20.00 for the required recording and cross-indexing fees.

Please stamp all counterparts of the enclosed Agreement with your official recording stamp. You will wish to retain one counterpart of the document for your files; please return the remaining three counterparts to me by mail. Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Paul L. Loveday". The signature is written in black ink and has a long, sweeping tail that extends to the right.

Paul L. Loveday
Senior Counsel

Enclosures

PLL:jak

L-0323
7/7/82

RECORDATION NO. 10362-A
FILED 1425
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INTERSTATE COMMERCE COMMISSION

LEASE TERMINATION AND REINSTATEMENT AGREEMENT

THIS LEASE TERMINATION AND REINSTATEMENT AGREEMENT (the "Agreement") is dated as of July 7, 1982 by and between ITEL CORPORATION, RAIL DIVISION as debtor in possession ("Itel") and GREEN BAY AND WESTERN RAILROAD COMPANY ("GBW").

RECITALS:

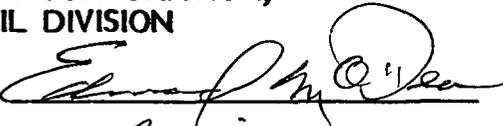
- A. Itel Corporation, Rail Division as debtor in possession is the successor in interest to SSI Rail Corporation.
- B. Evans Railcar Leasing Company formerly known as United States Railway Leasing Company (hereinafter called "Evans") entered into a Railroad Car Lease Agreement ("Original Lease") dated as of July 16, 1979 with Itel Corporation as debtor with respect to certain boxcars including the 200 boxcars marked GBW 7450-7649 (hereinafter called the "200 Cars") and also including the 100 boxcars marked GBW 8200-8299 (hereinafter called the "100 Cars")
- C. Itel Corporation as debtor and GBW have entered into a Lease Agreement dated March 8, 1979, which together with Equipment Schedule No. 4.A. thereto, provides for, among other things, the sublease to GBW of the 200 Cars (said Lease Agreement together with all amendments, supplements or riders thereto, solely insofar as they relate to the 200 Cars is hereinafter called the "First GBW Sublease").
- D. Itel and GBW have entered into a Lease Agreement dated July 1, 1982 which provides for, among other things, the sublease to GBW of the 100 Cars (said Lease Agreement is hereinafter called the "Second GBW Sublease").
- E. Itel and Evans have agreed to terminate the Original Lease and simultaneously enter into a new lease (the "New Lease") with respect to certain boxcars including the 200 Cars and including the 100 Cars.

NOW, THEREFORE, the parties hereto agree as follows:

1. The First GBW Sublease and the Second GBW Sublease are hereby terminated effective simultaneously with the termination of the Original Lease and the entering into the New Lease. The First GBW Sublease and the Second GBW Sublease are hereby reinstated without amendment or modification effective simultaneously with the termination of the Original Lease and the entering into the New Lease.
2. GBW acknowledges that Itel will assign the First GBW Sublease and the Second GBW Sublease to Evans effective as of the effective date of the New Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by duly authorized officers.

ITEL CORPORATION,
RAIL DIVISION

By: 

Title: President

Date: 7-20-82

GREEN BAY AND WESTERN
RAILROAD COMPANY

By:

Title: President

Date: 7-9-82

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 20th day of July, 1982, before me personally appeared Edward M. O'Dea, to me personally known, who being by me duly sworn says that such person is President of IteI Corporation, Rail Division, that the foregoing Lease Termination and Reinstatement Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jody A. Blomgren
Notary Public

STATE OF Wisconsin)
) ss:
COUNTY OF Brown)

On this 9th day of July, 1982, before me personally appeared C. J. Hockaday, to me personally known, who being by me duly sworn says that such person is President of Green Bay and Western Railroad Company, that the foregoing Lease Termination and Reinstatement Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Francis L. Renard
Notary Public
FRANCIS L. RENARD
NOTARY PUBLIC STATE OF WISCONSIN
My Commission Expires Oct. 2, 1983