

ITEL

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
File # 151984-4000

November 14, 1986

RECORDATION NO. 10362

NOV 25 1986 11-10 AM

MOTOR OPERATING UNIT

NOV 25 11 06 PM '86

100 OFFICE OF THE SECRETARY

Honorable Noretta R. McGee
Secretary

Interstate Commerce Commission
WASHINGTON, D.C. 20423

Re: **Amendment No. 7 to the March 8, 1979 Lease Between Itel Corporation, Rail Division, and Green Bay & Western Railroad Company**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts is hereby submitted for filing and recording pursuant to 49 U.S.C. Sec. 11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this Amendment under the Lease Agreement dated March 8, 1979 between Itel Corporation, Rail Division, and Green Bay & Western Railroad Company, which was filed with the I.C.C. on May 10, 1979 and given Recordation No. 10362.

The names and addresses of the parties to the aforementioned Amendment are listed as follows:

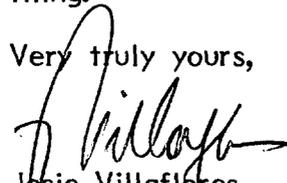
Itel Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Green Bay & Western Railroad Company (Lessee)
P.O. Box 2507
Green Bay, Wisconsin 54306

This Amendment extends the term of its Sublease Agreement of August 9, 1983 with Soo Line Railroad Company, covering seventy-five (75) 50'6", 70-ton, XM boxcars bearing reporting marks SOO 178882 through 178956.

Please return to the undersigned the stamped counterparts not required for filing purposes along with the fee receipt and a letter from the I.C.C. acknowledging this filing.

Very truly yours,


Josie Villaflores
Legal Assistant

6-329A021

No. NOV 25 1986
Date

Fee \$ 10.00

ICC Washington, D.C.

cc: Howard L. Chabner, Esq.
Ginny Hanger

Encl.

9/05/86

NOV 25 1986 11-1 0 AM

AMENDMENT NO. 7

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 7 (the "Amendment") to that certain Lease Agreement made as of March 8, 1979, as amended ("Agreement") between ITEL Corporation, Rail Division and GREEN BAY AND WESTERN RAILROAD COMPANY ("Lessee") is made as of the 7th day of November, 1986, between ITEL RAIL CORPORATION, as successor in interest to ITEL Corporation, Rail Division ("Lessor"), and Lessee.

RECITALS:

- A. Lessor and Lessee are parties to the Agreement pursuant to which four hundred ninety-four (494) boxcars (the "Car(s)") as described on Equipment Schedules No. 1, No. 2, No. 3.B. and No. 4.A. have been leased by Lessor to Lessee.
- B. Lessee entered into a sublease agreement (the "Sublease") dated as of August 9, 1983, with SOO Line Railroad Company ("Sublessee") wherein Sublessor subleased to Sublessee seventy-five (75) Cars which have been remarked to reporting marks SOO 178882-178956.
- C. The parties desire that the Sublease be extended for a period of time.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein, the parties agree to amend the Agreement as follows:

- 1. All terms in the Agreement shall have the meanings defined therein when used in this Amendment.
- 2. The words "and shall continue as to all the Boxcars for three (3) years from the date on which the first Boxcar was restencilled (the "Sublease Period")" in Section 5 of Amendment No. 6 dated August 9, 1983 to the Agreement are replaced by the words "and shall continue as to all the Boxcars through and including ~~October~~ November 8, 1986 (the "Sublease Period")".
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect with respect to all of the Cars subject to the Agreement, including the Boxcars.
- 4. This Amendment may be executed by the parties hereto in any number of counterparts and all counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

GREEN BAY AND WESTERN RAILROAD COMPANY

By: [Signature]

By: [Signature]

Title: President

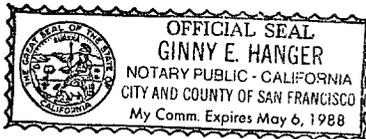
Title: President

Date: 11-11-86

Date: 9-15-86

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

On this 11th day of November, 1986, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of ITEL Rail Corporation, that the foregoing Amendment No. 7 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.



Ginny E. Hanger
Notary Public

STATE OF Wis)
) ss:
COUNTY OF Brown)

On this 15 day of September, 1986, before me personally appeared Stephen J. Kelly, 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 Amendment No. 7 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.

Caryl R. Jaeckel
Notary Public

Caryl R. Jaeckel
Notary Public, Brown County, Wis.
My commission expires: 6/12/88