

ITEL

6-346A044

②

No. DEC 12 1986

Itel Rail Corporation

December 2, 1986

Fee \$ 10.00

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

ICC Washington, D.C.

RECORDATION NO. 10362-R Filed & Recorded

DEC 12 1986 11-50 AM

INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Amendment No. 8 to the March 8, 1979 Lease Agreement Between Itel Corporation, Rail Division, and Green Bay and 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 and 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 and Western Railroad Company (lessee)
P.O. Box 2507
Green Bay, Wisconsin 54306

100 OFFICE OF
THE SECRETARY
DEC 12 11 47 AM '86
MOTOR OPERATING UNIT

This Amendment extends the term of the Sublease Agreement dated August 9, 1983 between Green Bay and Western Railroad Company and Soo Line Railroad Company covering seventy-five (75) 50'6", 70-ton, Place C boxcars bearing reporting marks SOO 178882 through SOO 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

cc: Howard L. Chabner, Esq.
Ginny Hanger

Encl.

DEC 12 1986 11:50 AM

11/17/86

AMENDMENT NO. 8

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 8 (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 24th 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 S00 Line Railroad Company ("Sublessee") wherein Sublessor subleased to Sublessee seventy-five (75) Cars which have been remarked to reporting marks S00 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 "including November 8, 1986" in Section 5 of Amendment No. 7 dated November 7, 1986 to the Agreement are replaced by the words "including December 8, 1986."
- 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: November 24, 1986

Date: 11-25-86

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

On this 24th 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. 8 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 Wisconsin)
) ss:
COUNTY OF Brown)

On this 25th day of November, 1986, before me personally appeared Stephen P. Selby, 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. 8 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 STATE OF WISCONSIN
My Commission Expires Sept. 27, 1987

Francis L. Renard
Notary Public

Interstate Commerce Commission

Washington, D.C. 20423

12/15/86

OFFICE OF THE SECRETARY

Josie Villaflores
Legal Assistant
Ite1 Rail Corp.
55 Francisco St.
San Francisco, Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/12/86 at 11:50am , and assigned re-
recording number (s). 10362-R

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)