

9460-1
RECORDATION NO. ... Filed 1425

MAR 5 - 1981 - 2 25 PM
INTERSTATE COMMERCE COMMISSION

ITEL

Rail Division

Two Embarcadero Center
San Francisco, California 94111
(415) 955-9090
Telex 34234

March 3, 1981

No. **1-064A092**

Date **MAR - 5 1981**

Fee \$ **10.00**

ICC Washington, D. C.

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I.C.C.
FEE OPERATION

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Ms. Mergenovich:

9460-

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, for filing and recordation, as an additional filing under the Lease Agreement, dated as of April 25, 1978, between ITEL Corporation, Rail Division, and Mississippi Export Railroad Company which was filed under Recordation No. 9460 on June 27, 1978 at 8:50 A.M. (the "Lease"), four (4) counterparts of the following document:

1. Amendment No. 1 made as of November 25, 1980 between ITEL Corporation, Rail Division; and Mississippi Export Railroad Company (the "Amendment").

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

ITEL Corporation, Rail Division
Two Embarcadero Center
San Francisco, CA 94111

Mississippi Export Railroad Company
P.O. Box 743
Moss Point, MS 39563

The Equipment covered by the Amendment is two hundred (200) 70 ton Boxcars (A.A.R. mechanical designation XM; 50'6" in length) marked with road numbers MSE 1000 through and including 1199.

Enclosed also is a check for \$10.00 for the required recordation fee for the Amendment.

Open Export -
Edward J. Solis

Ms. Agatha Mergenovich
Secretary
March 3, 1981
Page Two

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be delivered to the bearer of this letter.

Sincerely yours,


Patricia S. Pineda
Counsel

PSP/vcp

Enclosures

cc: Michael Walsh, Esq.
Weil, Gotshal and Manges
767 Fifth Avenue
New York, NY 10020

Robert S. Clark
Manager, Corporate Trust Division
First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, UT 84111

Margaret MacKenzie
Itel Corporation

9460

L-0107
12/17/80

RECORDATION NO. 9460-D Filed 1425

MAR 5 - 1981 - 2 25 PM

AMENDMENT NO. INTERSTATE COMMERCE COMMISSION

This AMENDMENT NO. 1 (the "Amendment") to that certain lease agreement (the "Agreement") made as of April 25, 1978, between **Itel Corporation, Rail Division**, and **Mississippi Export Railroad Company** is made this 26th day of November, 1980, by and between **ITEL CORPORATION, RAIL DIVISION**, a Delaware corporation ("Itel Rail"), as Lessor, and **MISSISSIPPI EXPORT RAILROAD COMPANY**, a Mississippi corporation ("Lessee"), as Lessee.

WITNESSETH:

WHEREAS, Itel Rail and Lessee are parties to the Agreement pursuant to which two hundred (200) boxcars bearing the reporting marks MSE 800-999 as described therein on Equipment Schedule Numbers 1 through 8 inclusive have been leased and delivered by Itel Rail to Lessee; and pursuant to which two hundred (200) boxcars bearing the reporting marks MSE 1000-1199 as described therein on Equipment Schedule Numbers 9 through 16 inclusive, have not been delivered by Itel Rail to Lessee;

NOW THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree to amend the Lease as follows:

1. All terms defined in the Agreement shall have their defined meanings when used in this Amendment.
2. Equipment Schedule Numbers 9 through 16 inclusive, are hereby deleted in their entirety.
3. Except as modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
4. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL CORPORATION
RAIL DIVISION

MISSISSIPPI EXPORT
RAILROAD COMPANY

By: Edward M. O'Dea

By: J. M. von Sprecken Jr.

Title: President

Title: Vice President - General Manager

Date: Feb 19, 1981

Date: February 12, 1981

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

On this 23rd day of February, 1980, 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 **Intel Corporation, Rail Division**, that the foregoing Amendment No. 1 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.



Randi C. Smith
Notary Public

STATE OF Mississippi)
) ss:
COUNTY OF Jackson)

On this 12th day of February, 198~~0~~¹, before me personally appeared T. M. von Sprecken, Jr., to me personally known, who being by me duly sworn says that such person is V.P. & G.M. of **Mississippi Export Railroad Company**, that the foregoing Amendment No. 1 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.

Donna Lee
Notary Public

My Commission Expires 12-5-82