



October 20, 1980

RECORDATION NO. 11701-BV
OCT 22 1980-12 45 PM
INTERSTATE COMMERCE COMMISSION

Rail Division

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

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

Re: Amendment No. 1 dated as of August 11, 1980 between Portec Lease Corp. and South Central Tennessee Railroad Company, Inc. to that certain Lease Agreement dated as of March 27, 1980 between ITEL Corporation, Rail Division and South Central Tennessee Railroad Company

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, Rail Division, for filing and recordation, as an additional filing under the Lease Agreement dated as of March 27, 1980 which was filed on April 21, 1980 at 2:05 p.m. and given Recordation No. 11701, five (5) executed counterparts of the following document:

Amendment No. 1 dated as of August 11, 1980

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

1. Portec Lease Corp.
300 Windsor Drive
Oakbrook, Illinois
2. South Central Tennessee Railroad Company, Inc.
c/o Kyle Railways, Inc.
World Trade Center
Room 221
San Francisco, California 94111

The equipment covered by Amendment No. 1 is 25 100-ton gondola cars (AAR mechanical designation GB; 52'6" in length, 9'6" in inside width and 3'8" in height), marked SCTR 45026 through and including SCTR 45050.

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

Copy to Nancy C. Grace

ITEL

Rail Division

Ms. Agatha Mergenovich
October 20, 1980
Page Two

Please stamp all counterparts of the enclosed document 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 four (4) counterparts be delivered to the bearer of this letter.

Sincerely,


Patricia Salas Pineda
Counsel

PSP/rcs

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

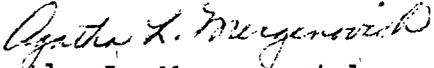
Patricia S. Pineda
Itel-Rail Division
Two Embarcadero Center
San Francisco, California 94111

Dear

Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/22/80 at 12:45PM, and assigned re-
recording number(s). 11701-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

L-0045
8/5/80

RECORDATION NO. 11701-*B* ✓
Filed 1425

OCT 22 1980-12 45 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1

Amendment No. 1 (the "Amendment") dated as of August 11, 1980 between Portec Lease Corp., a Delaware corporation ("Lessor") as Lessor, and South Central Tennessee Railroad Company, Inc., a California corporation ("Lessee"), as Lessee, to that certain Lease Agreement (the "Lease") dated as of March 27, 1980, between ITEL Corporation, Rail Division ("ITel Rail") and Lessee. (the "Lease").

WITNESSETH:

WHEREAS, ITEL Rail and Lessee are parties to the Lease;

WHEREAS, by an Agreement of Assignment and Assumption dated as of April 18, 1980, ITEL Rail assigned all its right, title, and interest in and to the Lease to Lessor and;

WHEREAS, the parties hereto desire to amend the Lease with respect to, and only with respect to, certain additional railcars;

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

1. All terms defined in the Lease shall have their defined meanings when used in this Amendment.
2. This Amendment shall apply only to twenty-five (25) cars bearing the reporting marks SCTR 45026-45050 (the "New Cars") referenced on Equipment Schedule No. 2 and attached hereto.
3. For the purpose of calculating rentals due with respect to the New Cars, Section 6 of the Lease is hereby amended by the deletion of the number ".84" each time it appears therein and the substitution of the number ".75" therefor. The number ".84" shall continue to govern the calculation of rental due for all Cars subject to the Lease other than the New Cars.
4. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.

PORTEC LEASE CORP.

By *[Signature]*
Title Vice President
Date October 9, 1980

SOUTH CENTRAL TENNESSEE
RAILROAD COMPANY, INC.

By *[Signature]*
Title Vice President
Date August 11, 1980

STATE OF Illinois)
)
COUNTY OF Du Page) ss:

On this 9th day of October, 1980, before me personally appeared L. L. White, Jr., to me personally known, who being by me duly sworn says that such person is a Vice President of Portec Lease Corp., that the foregoing Equipment Schedule No. 2 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.

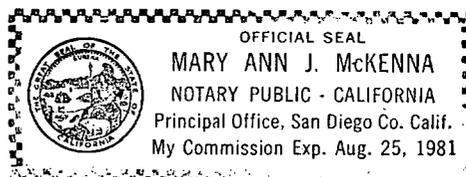
Carol S. Skutumpah
Notary Public

MY COMMISSION EXPIRES SEPT. 10, 1983

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

On this 11th day of August, 1980, before me personally appeared L. T. Cecil, to me personally known, who being by me duly sworn says that such person is Vice President of South Central Tennessee Railroad Company, Inc., that the foregoing Equipment Schedule No. 2 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.

Mary Ann J. McKenna
Notary Public



STATE OF Illinois)
)
COUNTY OF Du Page) ss:

On this 9th day of October, 1980, before me personally appeared L. L. White, Jr., to me personally known, who being by me duly sworn says that such person is a Vice President of Portec Lease Corp., 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.

Carol J. Stout
Notary Public

MY COMMISSION EXPIRES SEPT. 10, 1983

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

On this 11th day of August, 1980, before me personally appeared L. T. Cecil, to me personally known, who being by me duly sworn says that such person is Vice President of South Central Tennessee Railroad Company, Inc., 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.

Maryann J. McKenna
Notary Public

