

\$10.00

RECORDATION NO. 13706-A Filed 1425

OCT 26 1982 12:40 PM

**ITEL**

INTERSTATE COMMERCE COMMISSION

**Rail Division**

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

RECEIVED  
OCT 26 12 31 PM '82  
I.C.C.  
FEE OPERATION BR.

October 8, 1982

No. OCT 26 1982

Date.....

Fee \$ 10.00

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

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 under the Lease Agreement dated as of May 14, 1982 (the "Lease") between Itel Corporation, Rail Division ("Itel") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), which was filed on July 26, 1982 at 1:45 P.M. and given recordation No. 13706, four counterparts of the following document:

*Miss Harris -  
This may be  
- A 0713706*

Amendment No. 1 (the "Amendment") dated as of August 23, 1982 to the Lease between Itel and Lessee.

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

1. Atchison, Topeka and Santa Fe  
Railway Company  
80 E. Jackson Blvd.  
Chicago, Ill. 60604
2. Itel Corporation, Rail Division  
Two Embarcadero Center, 24th Floor  
San Francisco, CA 94111

The equipment covered by the Amendment is one hundred eighty-six (186) TOFC/COFC 70-ton flatcars, 89'4" in length, AAR mechanical designation FC, bearing reporting marks within the Series SFLC 901000-901480.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

*please check.*

*[Handwritten signature]*

*[Handwritten signature]*

Ms. Agatha Mergenovich, Secretary  
October 8, 1982  
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,



Patricia Salas Pineda  
Counsel

PSP:dmm  
Enclosures

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

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

Sandra Costa  
Itel Corporation

13706-A

RECORDATION NO. 13706-A FILED 1425

L-0335  
8/19/82

OCT 26 1982 12:40 PM

AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

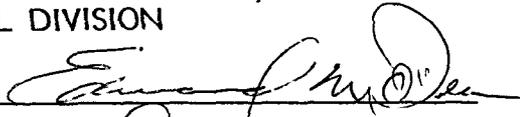
THIS AMENDMENT NO. 1 (the "Amendment") to that certain Lease Agreement (the "Agreement") made as of May 14, 1982, between ITEL CORPORATION, RAIL DIVISION ("Lessor") and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY ("Lessee") is made this 23rd day of August, 1982, between Lessor and Lessee.

WHEREAS, Lessor and Lessee are parties to the Agreement, pursuant to which seven hundred (700) flatcars ("Car(s)") bearing the reporting marks SFLC 901000-901480 and SFLC 105301-105800 have been leased by Lessor to Lessee.

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

1. All terms defined in the Agreement shall have their defined meanings when used in this Amendment.
2. Equipment Schedule No. 3 which references one hundred eighty-six (186) flatcars bearing the reporting marks SFLC 901000-901480 (N.S.) shall be deleted in its entirety.
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.
4. This Amendment may be executed by the parties hereto in any number of counterparts and said counterparts taken together shall be deemed to constitute one and the same instrument.

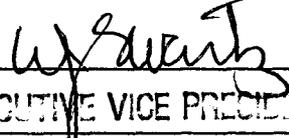
ITEL CORPORATION,  
RAIL DIVISION

By: 

Title: President

Date: 9-15-82

THE ATCHISON, TOPEKA AND  
SANTA FE RAILWAY COMPANY

By: 

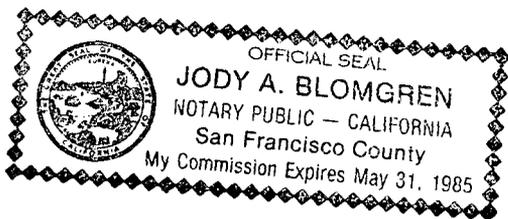
Title: EXECUTIVE VICE PRESIDENT

Date: SEP 2 1982

FORM APPROVED  
  
General Attorney  
MWB

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

On this 15<sup>th</sup> day of September, 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 Itel 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.



Jody A. Blomgren  
Notary Public

STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

On this 2nd day of September, 1982, before me personally appeared W. J. SWARTZ, to me personally known, who being by me duly sworn says that such person is Executive Vice President of The Atchison, Topeka and Santa Fe Railway 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.

E. M. Proquien  
Notary Public

