

# ITEL

**Rail Division**

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

13666

REGISTRATION NO. .... Filed 1425

June 2, 1982

JUN 17 1982 10 50 AM

INTERSTATE COMMERCE COMMISSION

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

2-163A091

JUN 17 1982

10-88

ICC WASHINGTON, D.C.

FEE OPERATION BR.  
I.C.C.

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RECEIVED

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 Sublease Agreement dated as of February 18, 1982 (the "Sublease"), between Kyle Railways, Inc. and Natchez Trace Railroad, which is being submitted concurrently herewith for filing and recordation, four counterparts of the following document:

Amendment No. 1 (the "Amendment") dated as of February 18, 1982 of the Sublease between Kyle Railways, Inc. and Natchez Trace Railroad.

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

1. Kyle Railways, Inc.  
861 Sixth Avenue, Suite 419  
San Diego, California 92101
2. Natchez Trace Railroad  
P.O. Box 477  
Holly Springs, Mississippi 38635

The equipment covered by the Amendment is seventy (70) 70-ton boxcars, 50'6" in length (A.A.R. mechanical designation XM) bearing reporting marks as described in Exhibit A attached to this letter.

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

*John A. ...*

Ms. Agatha Mergenovich, Secretary  
June 2, 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

Doug Drummond  
Itel Corporation

Linda Lawrence  
Itel Corporation

EXHIBIT A

Previous Car Numbers

Current Car Numbers

COP

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RECORDATION NO. \_\_\_\_\_ Filed 1425

JUN 17 1982 - 10 50 AM

AMENDMENT NO. I

INTERSTATE COMMERCE COMMISSION

**THIS AMENDMENT NO. I** (the "Amendment") to that certain Sublease Agreement (the "Sublease") made as of February 18, 1982 between **KYLE RAILWAYS, INC.** as the sublessor ("Sublessor") and **NATCHEZ TRACE RAILROAD** as the sublessee ("Sublessee") is made this 8th day of March, 1982 by and between Sublessor and Sublessee.

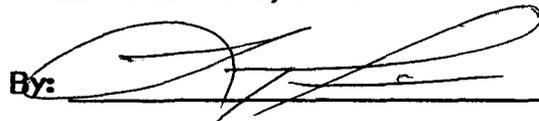
**W I T N E S S E T H :**

**WHEREAS**, Sublessor and Sublessee are parties to the Sublease pursuant to which seventy (70) items of railroad equipment ("Car(s)") described therein have been leased by Sublessor to Sublessee.

**NOW, THEREFORE**, in consideration of the mutual promises and agreements made herein, the parties agree to amend the Sublease as follows:

1. All terms defined in the Sublease shall have their defined meanings when used in this Amendment.
2. The Equipment Schedule No. I executed on February 23, 1982, attached to and incorporated into the Sublease, is hereby deleted and replaced by Amended Equipment Schedule No. I attached hereto.
3. Except as expressly modified by this Amendment, all terms and provisions of the Sublease shall remain in full force and effect.
4. This Amendment may be executed by the parties hereto in any number of counterparts and said counterparts shall be deemed to constitute one and the same instrument.

**KYLE RAILWAYS, INC.**

By: 

Title: Exec. V. P.

Date: 4/8/82

**NATCHEZ TRACE RAILROAD**

By: 

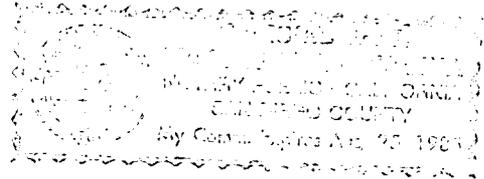
Title: Exec. V. P.

Date: 4/8/82

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

On this 8th day of April, 1982, before me personally appeared L. T. Cecil, to me personally known, who being by me duly sworn says that such person is Exec.V.P. of Kyle Railways, 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



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

On this 8th day of April, 1982, before me personally appeared L. T. Cecil, to me personally known, who being by me duly sworn says that such person is Exec. V. P. of Natchez Trace Railroad, 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

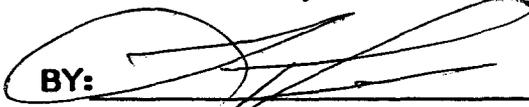


AMENDED SCHEDULE NO. 1

Kyle Railways, Inc. hereby subleases the following Cars to Natchez Trace Railroad subject to the terms and conditions of that certain Sublease Agreement dated as of February 18, 1982.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	General Purpose 70-Ton Boxcars	NTR 7005	50' 6"	9' 6"	10' 7"	8'0" (2)	70
		7007					
		7009					
		7010					
		7012					
		7015					
		7017					
		7021					
		7022					
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KYLE RAILWAYS, INC.

BY: 

TITLE: Exec. V. P.

DATE: 4/8/82

NATCHEZ TRACE RAILROAD

BY: 

TITLE: Exec. V. P.

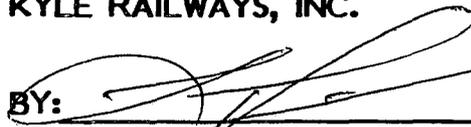
DATE: 4/8/82

AMENDED SCHEDULE NO. 1

Kyle Railways, Inc. hereby subleases the following Cars to Natchez Trace Railroad subject to the terms and conditions of that certain Sublease Agreement dated as of February 18, 1982.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	General Purpose 70-Ton Boxcars	NTR 7069 7072 7077 7078 7082 7088 7090 7091 7094 7098 7100 7108 7110 7112 7115 7116 7119 7120 7126 7133 7134 7136 7140 7141 7144 7147 7149	50' 6"	9' 6"	10' 7"	8'0" (2)	

KYLE RAILWAYS, INC.

BY: 

TITLE: Exec. V. P.

DATE: 4/8/82

NATCHEZ TRACE RAILROAD

BY: 

TITLE: Exec. V. P.

DATE: 4/8/82

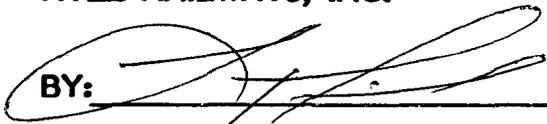
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AMENDED SCHEDULE NO. I

Kyle Railways, Inc. hereby subleases the following Cars to Natchez Trace Railroad subject to the terms and conditions of that certain Sublease Agreement dated as of February 18, 1982.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	General Purpose 70-Ton Boxcars	NTR 7162	50' 6"	9' 6"	10' 7"	8'0" (2)	
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KYLE RAILWAYS, INC.

BY:   
TITLE: Exec. V. P.  
DATE: 4/8/82

NATCHEZ TRACE RAILROAD

BY:   
TITLE: Exec. V. P.  
DATE: 4/8/82

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

On this 8th day of April, 1982, before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn says that such person is Exec. V. P. of Kyle Railways, Inc., that the foregoing Amended Schedule No. I 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



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

On this 8th day of April, 1982, before me personally appeared L. T. Cecil, to me personally known, who being by me duly sworn says that such person is Exec. V. P. of Natchez Trace Railroad, that the foregoing Amended Schedule No. I 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

