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Filed 1425

ITEL

JUL 7 1986 - 1 50 PM

July 1, 1986

INTERSTATE COMMERCE COMMISSION

Itel Rail Corporation

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

Honorable Noreta R. McGee, Acting Secretary
Interstate Commerce Commission
Washington, DC 20423

\$10.00 filing fee

Re: Amendment No. 3 to the April 20, 1983 Lease Between Itel Rail Corporation and McCloud River 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 USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this Amendment under the Lease Agreement dated April 20, 1983 between Itel Rail Corporation and McCloud River Railroad Company, which was filed with the ICC on or about March 27, 1983, and given Recordation No. 14029.

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

Itel Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

McCloud River Railroad Company (Lessee)
P.O. Drawer A
McCloud, California 96057

This Amendment adds one hundred and twenty-three (123) 50'6", Plate B, XM general purpose boxcars bearing reporting marks MR 8000-8049, MR 8050-8052, MR 8054-8057 and MR 8059-8089, removes one hundred and thirty (130) boxcars bearing reporting marks from within the series MR 3000-3099, and MR 7187-7221, replaces Equipment Schedule No. 2 with Equipment Schedule No. 2.A, deletes Equipment Schedule No. 3 in its entirety and adds Equipment Schedule No. 4 to the Lease Agreement.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

Josie Villaflores
Josie Villaflores
Legal Assistant

JV:ps
Enclosures

cc: Robert S. Clark
J. Michael Kelly
Ginny Hanger

* 8700 - 8702
8704 + 8705
8708 + 8709
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8715 - 8720
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ICC OFFICE OF THE SECRETARY
JUL 7 1 42 PM '86
MOTOR OPERATING UNIT

Thank this one is 14029-6

Quincy... John Hanger

Interstate Commerce Commission

Washington, D.C. 20423

7/9/86

OFFICE OF THE SECRETARY

Josie Villaflores
Legal Assistant
Ite! 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 7/7/86 at 1:50pm, and assigned re-
recording number (s). 14029-G

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

LESSOR'S INTEREST ASSIGNED TO
FIRST SECURITY BANK OF
UTAH, N.A., WITH RESPECT TO
CARS NUMBERED MR 8000-8049
06/24/86 MR 8050-8052, 8054-8057
8059-8089

REGISTRATION NO. 14029 H
Filed 1425

JUL 7 1986 -1 50 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNED TO FIRST SECURITY BANK
OF UTAH, N.A., TRUSTEE, UNDER
A LEASE ASSIGNMENT DATED
AS OF July 1, 1986, AMENDMENT NO. 3

THIS AMENDMENT NO. 3 (the "Amendment") to that certain Lease Agreement (the "Agreement") dated as of April 20, 1983, as amended, between ITEL Corporation, Rail Division and McCLOUD RIVER RAILROAD COMPANY ("Lessee") is made this 1st day of July, 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 Lessor has leased and delivered to Lessee one hundred forty six (146) boxcars marked MR 4041, MR 4084, MR 7177-7225 and MR 3000-3099 (non-sequential) (together with the boxcars on the Equipment Schedules attached hereto, the "Cars").
- B. Through a termination letter dated June 18, 1986, Lessor terminated from the Agreement the ninety-five (95) Cars marked within MR 3000-3099 (non-sequential) effective July 21, 1986.
- C. Lessor desires to terminate from the Agreement thirty-five (35) Cars bearing the reporting marks MR 7187-7221 and to add to the Agreement one hundred twenty-three (123) Cars bearing the reporting marks MR 8000-8749 (N.S.).

NOW, THEREFORE, the parties hereto agree to amend the Agreement as follows:

- 1. All terms defined in the Agreement shall have the meanings defined therein when used in this Amendment.
- 2. Equipment Schedule No. 2 to the Agreement is hereby deleted in its entirety and replaced by Equipment Schedule No. 2.A. attached hereto.
- 3. Equipment Schedule No. 3 to the Agreement is hereby deleted in its entirety.
- 4. Equipment Schedule No. 4 attached hereto is hereby added to the Agreement.
- 5. The Cars described on Equipment Schedule No. 4 shall be delivered to Lessee upon the full execution of this Amendment.
- 6. All references to Equipment Schedule No. 2 in the Agreement shall be deemed to refer likewise to Equipment Schedule No. 4.

7. Except as expressly modified by this Amendment, all terms and provisions shall remain in full force and effect with respect to all of the Cars subject to the Agreement.
8. This Amendment may be executed by the parties hereto in any number of counterparts and all the counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

By: AD Hayes

Title: President

Date: July 1, 1986

McCLOUD RIVER RAILROAD COMPANY

By: Paul A. Zabeck

Title: PRESIDENT

Date: 6/26/86

EQUIPMENT SCHEDULE NO. 4.

Itel Rail Corporation hereby leases the following Cars to McCloud River Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of April 20, 1983.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions Inside Width	Height	Doors Width	No. of Cars
XM	70-ton Plate B Cars with Cushioning, Nailable steel floor	MR 8000-8052 8054-8057 8059-8089	50'6"	9'6"	10'7"	8' Double Sliding Doors	88
XM	70-ton Plate B Cars with Cushioning, Nailable steel floor	MR 8700-8702 8704-8705 8708-8709 8711 8713 8715-8720 8724-8727 8729-8731 8733-8737 8739 8742-8744 8746-8749	50'6"	9'6"	10'7"	8' Double Sliding Doors	35

ITEL RAIL CORPORATION

By: *[Signature]*

Title: *President*

Date: *July 1, 1986*

McCLOUD RIVER RAILROAD COMPANY

By: *[Signature]*

Title: *PRESIDENT*

Date: *6/26/86*

EQUIPMENT SCHEDULE NO. 2.A.

Itel Rail Corporation hereby leases the following Cars to McCloud River Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of April 20, 1983.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions Inside Width	Height	Doors Width	No. of Cars
XM	70-ton General Purpose Cars	MR 7177- 7186	50'6"	9'6"	10'7"	16' Double Sliding Doors	10
XM	70-ton General Purpose Cars	MR 7222- 7225	50'6"	9'6"	11'0"	16' Double Sliding Doors	4

ITEL RAIL CORPORATION

By: *[Signature]*

Title: *President*

Date: *July 1, 1986*

McCLOUD RIVER RAILROAD COMPANY

By: *[Signature]*

Title: *PRESIDENT.*

Date: *6/26/86*

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

On this 1st day of July, 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 Equipment Schedules No. 2.A. and No. 4 were 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 California)
) ss:
COUNTY OF Siskiyou)

On this 26th day of June, 1986, before me personally appeared Paul A. Zales, to me personally known, who being by me duly sworn says that such person is PRESIDENT of McCloud River Railroad Company, that the foregoing Equipment Schedules No. 2.A. and No. 4 were 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.

Guido V. Cottini
Notary Public

