

9-184A100

**ITEL**

**Pullman**

June 27, 1989

**Itel Rail Corporation**

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000  
(415) 781-1035 Fax

16414 A

RECORDATION NO \_\_\_\_\_ FILED 1433

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

JUL 5 1989 -10 15 AM

INTERSTATE COMMERCE COMMISSION

Re: **Schedule No. 1 to Master Lease dated as of June 13, 1989,  
between Itel Rail Corporation and Arkansas and Louisiana  
Missouri Railway Company**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$13 recordation fee.

Please record this Schedule under the Master Lease dated as of June 13, 1989, between Itel Rail Corporation and Arkansas and Louisiana Missouri Railway Company, which is being filed with the ICC simultaneously this date.

The parties to the aforementioned instrument are listed below:

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

Arkansas and Louisiana Missouri Railway Company (Lessee)  
108 North Ninth Street  
Monroe, Louisiana 71201

This Schedule covers twenty-five (25) 50'6", 70-ton, Plate C, XM boxcars bearing reporting marks ALM 1600-1624.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

*patricia schumacker*

Patricia Schumacker  
Legal Department

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986. SCHEDULE NO. 1

RECORDATION NO. 16414 FILED 1423  
 JUL 5 1989 - 10 15 AM  
 INTERSTATE COMMERCE COMMISSION

THIS SCHEDULE NO. 1 ( "Schedule") to that certain Lease Agreement, (the "Agreement") made as of June 13, 1989 between ITEL RAIL CORPORATION , as lessor ("Lessor") and ARKANSAS AND LOUISIANA MISSOURI RAILWAY COMPANY, as lessee ("Lessee") is made as of this 13th day of June, 1989, between Lessor and Lessee.

Lessor and Lessee agree as follows:

1. All capitalized terms defined in the Agreement shall have the meanings defined therein when used in this Schedule No. 1, except that the term "Cars" as used herein shall only refer to the equipment described in this Schedule unless otherwise indicated.
2. Lessor hereby leases the following Cars to Lessee subject to the terms and conditions of the Agreement and this Schedule.

AAR Mech Desig	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	70-Ton, Plate C, Cushion Underframe, Nailable Steel Floor, Boxcars	ALM 1600-1624	50'6"	9'6"	11'1"	10' Sliding	25

3. The term of the Agreement with respect to each Car described in this Schedule shall be deemed to have commenced on March 26, 1989 and shall expire with respect to all the Cars at the close of business on July 31, 1989 (the "Term").
4. During the Term, Lessor may, upon thirty (30) days' prior written notice to Lessee, terminate the Agreement with respect to any or all of the Cars described in this Schedule.

5. This Schedule may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

ITEL RAIL CORPORATION

ARKANSAS AND LOUISIANA MISSOURI  
RAILWAY COMPANY

By: *D. P. Hayes*  
Title: *President & CEO*  
Date: *June 13, 1989*

By: *J. A. Shames*  
Title: *President*  
Date: *6/6/89*

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

On this 13th day of June, 1989, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President and CEO of ITEL Rail Corporation, that the foregoing Schedule 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.

Sharon L. Van Fossan  
Notary Public



STATE OF Louisiana )  
Parish ) ss:  
~~COUNTY~~ OF Ouachita )

On this 6th day of June, 1989, before me personally appeared J. A. Thomas, to me personally known, who being by me duly sworn says that such person is President of Arkansas and Louisiana Missouri Railway Company, that the foregoing Schedule 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.

Sue Worley  
Notary Public

SUE WORLEY, NOTARY PUBLIC IN AND  
FOR OUACHITA PARISH, LOUISIANA  
MY COMMISSION IS FOR LIFE