

# ITEL

October 3, 1985

## Itel Rail Corporation

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

RECORDATION NO. 9703-E  
Filed 1428

Honorable James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

OCT 25 1985 10 52 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Bayne:

Pursuant to 49 USC Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Rail Corporation for filing and recordation under the Lease Agreement dated as of May 5, 1978 between Itel Corporation, Rail Division as predecessor in interest to Itel Rail Corporation and Atlanta and Saint Andrews Bay Railway Company which was filed with the ICC on September 22, 1978 and given ICC Recordation No. 9703, four counterparts of the following document:

Amendment No. 3 dated September 25, 1985 to the Lease Agreement  
dated May 5, 1978 between Itel Corporation, Rail Division and Atlanta  
and Saint Andrews Bay Railway Company

5-298A011

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

OCT 25 1985

1. Itel Rail Corporation (Lessor)  
55 Francisco Street, 5th floor  
San Francisco, California 94133

Date .....  
Fee \$ 10.00

2. Atlanta and Saint Andrews Bay Railway Company (Lessee)  
514 E. Main Street  
P.O. Box 729  
Dothan, Alabama 36302

ICC Washington, D. C.

The equipment covered by this Amendment is one hundred (100) XM boxcars bearing reporting marks ASAB 7300-7399.

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

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 and return the remaining three (3) counterparts to the undersigned.

Sincerely,

*Denise M. Bottarini*

Denise M. Bottarini  
Senior Legal Assistant

DMB:ps  
Enclosures

cc: Howard Chabner  
Marianne Ledda

ICC OFFICE OF  
THE SECRETARY  
OCT 25 10 28 AM '85  
MOTOR OPERATING UNIT

Interstate Commerce Commission  
Washington, D.C. 20423

10/25/85

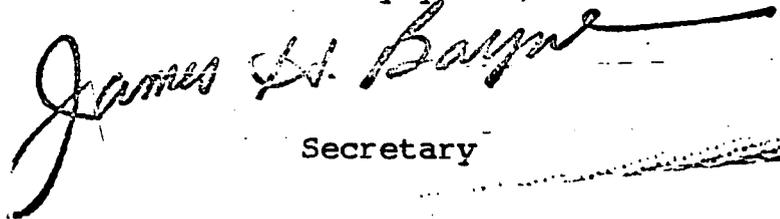
OFFICE OF THE SECRETARY

Denise M. Bottarini  
Senior Legal Assist  
IteI Rail Corp.  
55 Francisco Street  
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 10/25/85 at 10:30am and assigned re-  
recording number(s). 9703-E

Sincerely yours,

  
Secretary

Enclosure(s)

09/11/85

RECORDATION NO. 9703-F Filed 1425

OCT 25 1985 - 10 30 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 3

THIS AMENDMENT NO. 3 (the "Amendment") to that certain Lease Agreement (the "Agreement") made as of May 5, 1978, between ITEL Corporation, Rail Division and ATLANTA AND SAINT ANDREWS BAY RAILWAY COMPANY ("Lessee") is made this 25<sup>th</sup> day of September 1985, by and between ITEL RAIL CORPORATION, as successor in interest to ITEL Corporation, Rail Division ("Lessor") and Lessee.

W I T N E S S E T H:

WHEREAS, Lessor and Lessee are parties to the Agreement, pursuant to which five hundred seventy-eight (578) boxcars (the "Car(s)") have been leased by Lessor to Lessee.

NOW, THEREFORE, in consideration of the mutual premises and agreements made herein, the parties hereto agree to amend the agreement as follows:

1. All terms defined in the Agreement shall have their defined meanings when used in the Amendment.
2. Equipment Schedule No. 4, which references one hundred (100) boxcars bearing the reporting marks ASAB 8300-8399 (the "Boxcars") is hereby deleted in its entirety from the Agreement and replaced by Equipment Schedule No. 4.A., attached hereto.
3. All references to Equipment Schedule No. 4 made in the Agreement shall refer to Equipment Schedule No. 4.A.
4. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
5. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

ATLANTA AND SAINT ANDREWS BAY RAILWAY COMPANY

Name: DD Hayes

Name: W J Bond

Title: President

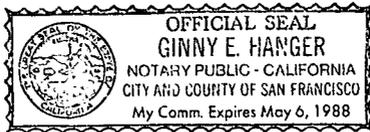
Title: President

Date: September 25, 1985

Date: September 19, 1985

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

On this 25th day of September, 1985, 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 Amendment No. 3 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.



Ginny E. Hanger  
Notary Public

STATE OF Florida )  
 ) ss:  
COUNTY OF Bay )

On this 19th day of September, 1985, before me personally appeared A. V. Hooks, to me personally known, who being by me duly sworn says that such person is President of Atlanta and Saint Andrews Bay Railway Company, that the foregoing Amendment No. 3 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.

Janice Peck  
Notary Public

MY COMMISSION EXPIRES FEB. 3, 1988

EQUIPMENT SCHEDULE NO. 4.A.

Itel Rail Corporation hereby leases the following Cars to Atlanta and Saint Andrews Bay Railway Company subject to the terms and conditions of that certain Lease Agreement dated as of May 5, 1978.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions Inside Width	Height	Doors Width	No. of Cars
XM	50', Plate C Boxcar, 70-Ton	ASAB 7300- 7399	50'6"	9'6"	11'1"	10'	100

ITEL RAIL CORPORATION

By: DP Hayes

Title: President

Date: September 25, 1985

ATLANTA AND SAINT ANDREWS BAY  
RAILWAY COMPANY

By: W. Wood

Title: President

Date: September 19, 1985

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

On this 25th day of September, 1985, 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 Schedule No. 4.A. 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.



Ginny E. Hanger  
Notary Public

STATE OF Florida )  
 ) ss:  
COUNTY OF Bay )

On this 19th day of September, 1985, before me personally appeared A. V. Hooks, to me personally known, who being by me duly sworn says that such person is President of Atlanta and Saint Andrews Bay Railway Company, that the foregoing Equipment Schedule No. 4.A. 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.

Janice Peck  
Notary Public

MY COMMISSION EXPIRES FEB. 3, 1988