

RECORDATION NO. 10796-H Filed 1425
FEB 6 1980-1 40 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9819-A Filed 1425
FEB 6 1980-1 40 PM
INTERSTATE COMMERCE COMMISSION

McDERMOTT, WILL & EMERY
SUITE 1201
1101 CONNECTICUT AVENUE, N. W.
WASHINGTON, D. C. 20036

FRANK E. BABB
CHARLES EMMET
ROBERT F. SAGLE
JULIUS Y. YACKER*
THOMAS G. MAYS
WILLIAM A. CERILLO
D. JANE DRENNAN
GARY L. RYAN
LAWSON W. TURNER, III**

RECORDATION NO. 10796-J Filed 1425
FEB 6 1980-1 40 PM
INTERSTATE COMMERCE COMMISSION

202-223-9450
TELECOPIER 202-223-0335

RECORDATION NO. 10339 Filed 1425
FEB 6 1980-1 40 PM
III WEST MONROE STREET
CHICAGO, ILLINOIS 60603
312-372-2000
700 BRICKELL AVENUE
MIAMI, FLORIDA 33131
305-358-6030

February 6, 1980

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10340-J Filed 1425

FEB 6 1980-1 40 PM

No. 0-037A070

Date FEB 6 1980

Fee \$ 50.00

ICC Washington, D. C.

Mrs. Mildred R. Lee
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Recordation Nos. 9819, 10339, 10340 and 10796

Dear Mrs. Lee:

Enclosed in connection with the captioned Recordation Numbers are an original and two copies of the following documents to be recorded as supplements as indicated:

1. Recordation No. 9819: Amendment No. 1 to the Assignment of Lease . . . ;
2. Recordation No. 10339: Amendment No. 1 to the Assignment of Lease . . . ;
3. Recordation No. 10340: Amendment No. 1 to the Assignment of Lease . . . ;
4. Recordation No. 10796: Amendment No. 1 to the Assignment of Lease . . . ; and
5. Recordation No. 10796: Chattel Mortgage.

Enclosed also is a check in the amount of \$50.00 for the filing fees. Please record the original documents and return the copies to me stamped with the appropriate number and date of recordation.

Sincerely,
Gary L. Ryan
Gary L. Ryan

/a
Enclosures: a/s

RECEIVED
FEB 6 1 33 PM '80
FEE OPTIVATION DR.
I.C.C.

Gary L. Ryan
Charles E. Emmet

Interstate Commerce Commission
Washington, D.C. 20423

2/6/80

OFFICE OF THE SECRETARY

Gary L. Ryan
McDermott, Will & Emery
1101 Conn. Ave., N.W. Suite 1201
Washington, D.C. 20036

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 2/6/80 at 1:40pm, and assigned re-
recording number(s).

9819-G, 10339-L, 10340-J, 10796-H & 10796-I
Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

FEB 6 1980 -1 40 PM

AMENDMENT NO. 1 TO THE ASSIGNMENT OF ~~INTERSTATE~~ INTERSTATE COMMERCE COMMISSION
DATED AS OF AUGUST 8, 1979 OF HON FINANCIAL
CORPORATION II

THIS AMENDMENT NO. 1 (herein called "this Amendment") made and entered into as of December 13, 1979, by and between HON FINANCIAL CORPORATION I, an Iowa corporation which has a mailing address of 414 East Third St., Muscatine, Iowa (hereinafter called the Company), and the CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association with its main office at 231 South LaSalle Street, Chicago, Illinois (hereinafter called the Bank).

WHEREAS, the Company will, subject to the satisfaction of certain conditions precedent, be granted a term loan (herein called the Loan) in the aggregate principal amount of \$2,300,000 pursuant to a Term Loan Agreement dated as of December 13, 1979 (herein called the Loan Agreement) among the Company, HON FINANCIAL CORPORATION I, an Iowa corporation (herein called HFC 1), and the Bank, to be evidenced by the promissory note of the Company (herein called the Note) payable to the order of the Bank;

WHEREAS, pursuant to a Term Loan Agreement among the Company, HFC 1 and the Bank dated as of August 8, 1979, and a Guaranty granted by the Company to the Bank dated as of August 8, 1979, the Company executed an Assignment of Lease (herein called the Assignment of Lease) dated as of August 8, 1979,

assigning to the Bank rights in a lease dated May 24, 1978 between Rex Railways, Inc., a New Jersey corporation acting as agent for the Company, and Vermont Railways, Inc., a Vermont corporation;

WHEREAS, it is a condition precedent to the making of loans to HFC 2 by the Bank pursuant to the HFC 2 Loan Agreement that the Company execute this Amendment; and

WHEREAS, the Company desires to amend the Assignment of Lease as hereinafter provided in order to obtain such loans;

NOW THEREFORE, the parties hereto agree as follows:

1. The Assignment of Lease is amended as follows:

(a) In the fifth line of Section 1, the words ", in the Loan Agreement, dated as of December 13, 1979 (herein called the HFC 2 Loan Agreement) among the Company, Hon Financial Corporation I, an Iowa corporation (herein called HFC 1) and the Mortgagee, the Note (referred to in the Mortgage), the Note issued pursuant to the HFC 2 Loan Agreement, and all other agreements and instruments, between the Company and the Mortgagee or given by the Company to the Mortgagee," shall be inserted immediately after the parenthetical phrase "(referred to in the Mortgage)".

(b) In the first line of Section 5 the phrase "at a time when the Credit (as defined in the Loan Agreement, dated as of August 8, 1979 among HON FINANCIAL CORPORATION I, the Company and the Mortgagee) has terminated," is deleted and the phrase "at a time when the Mortgagee has no outstanding commitment to make any loans or advances to the Mortgagor or HFC 1," is inserted in lieu thereof.

2. Except as expressly set forth herein, this Amendment shall not constitute an amendment, waiver or consent with respect to any provision of the Assignment of Lease. This Amendment shall be a part of the Assignment of Lease and all references to the Assignment of Lease shall be deemed to refer to the Assignment of Lease as amended by this Amendment. As herein amended, the Assignment of Lease is hereby ratified, approved and confirmed in each and every respect.

IN WITNESS WHEREOF, the parties hereto have caused their corporate names to be hereunto subscribed by officers thereunto duly authorized all as of the day and year first above written.

THIS
CORPORATION
HAS NO
SEAL

HON FINANCIAL CORPORATION II

By: Stanley M. Howe
Stanley M. Howe, President

ATTEST:

John L. Carl
Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By: Robert P. Gibbs
Vice President

ATTEST:

Booney
Operating Officer

STATE OF IOWA)
) SS.
COUNTY OF MUSCATINE)

On this 26th day of December, 1979, before me personally appeared Stanley M. Howe and Robert D. Carl to me personally known, who being by me duly sworn, say that they are, respectively the President and Secretary of HON FINANCIAL CORPORATION II, an Iowa corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Pedgett
Notary Public

My Commission expires 9/30/82.

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 19th day of December, 1979, before me personally appeared Robert P. Platts and J. Brower to me personally known, who being by me duly sworn, say that they are, respectively, the Vice President and Operations Officer of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Susan A. Mouty
Notary Public

My Commission expires My Commission Expires January 3rd, 1983.