

ITEL

Rail Division

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

RECORDATION NO. 9924-1 Filed 1425

SEP 18 1981 -1 00 PM
INTERSTATE COMMERCE COMMISSION

1-261A073

September 10, 1981

No. SEP 18 1981
Date.....
Fee \$ 10.00
D.H.
ICC Washington, D. C.

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I.C.C.
FEE OPERATION BR.

Account kept - J. G. H. Kramak

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

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 Lease Agreement dated as of March 13, 1978 between Itel Corporation, Rail Division ("Itel") and Providence and Worcester Company which was filed on December 19, 1978 at 2:45 P.M. and given Recordation No. 9924, four (4) counterparts of the following document:

Amendment dated as of May 31, 1980 (the "Amendment"), between Itel and Warwick Railway Company.

The names and the parties of the aforementioned Amendment are:

1. Itel Corporation
Rail Division
Two Embarcadero Center
San Francisco, CA 94111
2. Warwick Railway Company
P.O. Box 1499
Woonsocket, Rhode Island 02895

The equipment covered by the Amendment is six hundred (600), 100 Ton boxcars (A.A.R. mechanical designation XM, 60'10" in length), bearing the reporting marks WRWK 60001 through and including WRWK 60300 and PW 60301 through and including PW 60600.

PSP/C/10
RLT-78-3

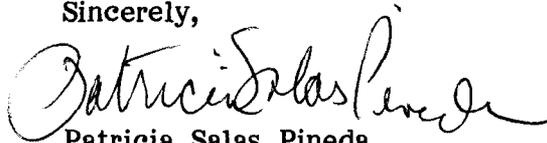
*Ms Lee -
This one is
under Rec No.
9924, but
I do not know
the next letter*

Ms. Agatha Mergenovich
September 10, 1981
Page Two

Enclosed also is a check for \$10.00 for the required recording fee.

Please stamp all counterparts of the enclosed document 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:sc
Enclosures

cc: Michael Walsh, Esq.
Weil, Gotshal & Manges
767 Fifth Avenue
New York, New York 10020

Robert S. Clark, Esq.
First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Margaret Mackenzie
IteI Corporation

PSP/C/10
RLT-78-3

Interstate Commerce Commission
Washington, D.C. 20423

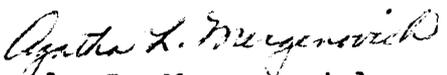
OFFICE OF THE SECRETARY

Patricia Salas Pineda
IteI-Rail Division
Two Embarcadero Cntr.
San FRancisco, CA. 94111

Dear Madam:

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/18/81 at 1:00PM , and assigned re-
recording number (s). 9924-I

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure (s)

RECORDATION NO. 9924-I
Filed 1425

SEP 18 1981 - 1 00 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT

Amendment dated as of May 31, 1980, by and between ITEL Corporation, Rail Division, a Delaware corporation ("Lessor") as Lessor, and Warwick Railway Company, a Rhode Island corporation ("Lessee") as Lessee, to that certain Lease Agreement made as of March 13, 1978, as amended, ("Lease") between Lessor and Providence and Worcester Company a Delaware corporation ("PW").

W I T N E S S E T H:

WHEREAS, Lessor and PW were parties to the Lease which covered six hundred (600) 60' general purpose boxcars bearing reporting marks PW 60001-60600; and

WHEREAS, pursuant to an Assignment dated April 24, 1980 ("Assignment"), PW assigned all its right, title and interest in and to the Lease to Lessee; and pursuant to which Lessee will undertake to remark the Cars subject to the Lease from "PW 60001-60600" to "WRWK 60001-60600";

NOW, THEREFORE, the parties hereto desire to further amend the Lease as follows:

1. Equipment Schedules Nos. 1 and 2, executed by Lessor on March 21, 1978, are to be amended by the deletion of the letters "PW" from the Numbers column and by the substitution therefore of the letters "WRWK", said amendments to become effective upon the remarking of the Cars.
2. 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 CORPORATION
RAIL DIVISION

By: *Edward M. O'Dea*
Title: *President*
Date: *8/14/81*

WARWICK RAILWAY COMPANY

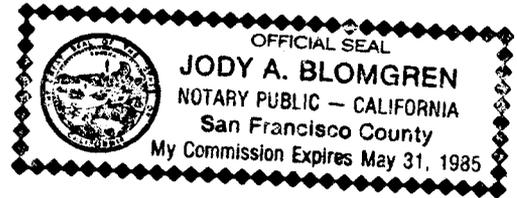
By: *Barbara J. Meyer*
Title: *President*
Date: *June 3, 1981*

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

On this *17th* day of *August* 1981, before me personally appeared Edward M. O'Dea, to me personally known, who being by me duly sworn says that such person is President of Itel Corporation, Rail Division, 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.

Jody A. Blomgren

Notary Public



STATE OF RHODE ISLAND)
)
COUNTY OF PROVIDENCE) SS:

On this *3rd* day of *June*, 1981, before me personally appeared Barbara J. Dreyer, to me personally known, who being by me duly sworn say that such person is President of Warwick Railway Company, that the foregoing Amendment was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrment was the free act and deed of said corporation.

Joseph R. DiStefano

Notary Public
EXPIRING *6-30-86*