

ITEL

January 9, 1986

RECORDATION NO. 9935-D Filed 1425

FEB 11 1986 - 2 20 PM

Istel Rail Corporation

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

INTERSTATE COMMERCE COMMISSION

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

\$10.00 filing fee

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 Istel Rail Corporation, for filing and recordation under the Lease Agreement dated as of October 5, 1978 between Istel Corporation, Rail-Intermodal Division as predecessor in interest to Istel Rail Corporation and Alabama State Docks Department, an agency of the State of Alabama doing business as Terminal Railway, Alabama State Docks, which was filed with the ICC on December 22, 1978 and given ICC Recordation No. 9935, four (4) counterparts of the following document:

*This one
9935-D*

Amendment No. 3

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

1. Istel Rail Corporation (Lessor)
55 Francisco Street, 5th floor
San Francisco, California 94133
2. Terminal Railway, Alabama State Docks (Lessee)
P.O. Box 1588
Mobile, Alabama 36633

The equipment covered by this Amendment is fifty (50) flatcars bearing reporting marks SFLC 902000-902049.

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. Please retain one (1) counterpart for your files and return the remaining three (3) counterparts to the bearer of this document.

Sincerely,

Denise M. Bottarini

Denise M. Bottarini
Senior Legal Assistant

DMB:ps
Enclosures

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

6 042A027

RECORDED
10.00

Copy to Dept of W. H. Hannon

99 35-D

ASSIGNED TO FIRST SECURITY BANK
OF UTAH, N.A., TRUSTEE, UNDER
A LEASE ASSIGNMENT DATED
AS OF January 9, 1986

RECORDATION NO. 9935-D Filed 1425

10/18/85 LESSOR'S INTEREST ASSIGNED TO
FIRST SECURITY BANK OF
UTAH, N.A., WITH RESPECT TO
CARS NUMBERED SFLC 902000 - 902049

FEB 11 1986 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 3

THIS AMENDMENT NO. 3 (the "Amendment") to that certain Lease Agreement made as of October 5, 1978 (the "Agreement") between Itel Corporation, Rail-Intermodal Division and Alabama State Docks Department, an Agency of the State of Alabama, doing business as TERMINAL RAILWAY, ALABAMA STATE DOCKS ("Lessee") is made this 8th day of January, 1986 between ITEL RAIL CORPORATION, as successor in interest to Itel Corporation, Rail-Intermodal Division, ("Itel Rail") and Lessee.

R E C I T A L S:

- A. Itel Rail and Lessee are parties to the Agreement pursuant to which fifty (50) flatcars bearing the reporting marks TASD 79000-790049 (the "Cars") have been leased by Itel Rail to Lessee.
- B. Pursuant to Amendment No. 2 dated June 18, 1982 to the Agreement ("Amendment No. 2"), Lessee has appointed Itel Rail as its agent to enter into a sublease agreement ("Sublease") dated May 14, 1982 with The Atchison, Topeka and Santa Fe Railway Company ("ATSF") for a period of time and, pursuant to the Sublease, the Cars were remarked as set forth on Exhibit A attached hereto.
- C. The Sublease expired on October 31, 1984 and a second (2nd) sublease agreement dated November 1, 1984 was entered into with ATSF for the same equipment ("Renewed Sublease").
- D. Itel Rail and lessee desire to clarify that, effective as of the expiration date of the Sublease, Itel Rail was appointed as Lessee's agent with respect to the Renewed Sublease and to continue Itel Rail's appointment as agent during any extensions or renewals thereof.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties 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. The word "Sublease" is hereby replaced by the words "Sublease and Renewed Sublease as extended, amended or renewed" each time it appears in the Agreement.
- 3. The words "at the commencement, expiration or early termination" in Section 4.F. of Amendment No. 2 are hereby replaced by the words "at the expiration or early termination".

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

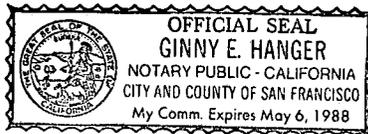
By: *D. Hayes*
Title: President
Date: 1-8-86

**TERMINAL RAILWAY, ALABAMA STATE
DOCKS**

By: *E. Brown*
Title: *Gen. Mgr.*
Date: 12-26-85

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

On this 8th day of January, 198~~5~~⁶, 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 ALABAMA)
) ss:
COUNTY OF MOBILE)

On this 20th day of December, 1985, before me personally appeared E. G. Browning, to me personally known, who being by me duly sworn says that such person is General Manager of Terminal Railway, Alabama State Docks, 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.

Mary K. Hamilton
Notary Public



EXHIBIT A

<u>Previous TASD Reporting Marks</u>	<u>Date Remarkd</u>	<u>Previous SFLC Reporting Marks</u>	<u>Date Remarkd</u>	<u>Current SFLC Reporting Marks</u>
TASD 790000	07/26/82	SFLC 901000	01/17/84	SFLC 902000
TASD 790001	07/26/82	SFLC 901001	08/15/83	SFLC 902001
TASD 790002	08/23/82	SFLC 901002	12/29/83	SFLC 902002
TASD 790003	07/26/82	SFLC 901003	08/24/83	SFLC 902003
TASD 790004	07/26/82	SFLC 901004	08/25/83	SFLC 902004
TASD 790005	07/26/82	SFLC 901005	07/29/83	SFLC 902005
TASD 790006	07/26/82	SFLC 901006	07/22/83	SFLC 902006
TASD 790007	07/26/82	SFLC 901007	09/15/83	SFLC 902007
TASD 790008	07/26/82	SFLC 901008	01/23/84	SFLC 902008
TASD 790009	07/26/82	SFLC 901009	01/13/84	SFLC 902009
TASD 790010	07/26/82	SFLC 901010	02/16/84	SFLC 902010
TASD 790011	07/26/82	SFLC 901011	09/06/83	SFLC 902011
TASD 790012	07/26/82	SFLC 901012	09/08/83	SFLC 902012
TASD 790013	07/26/82	SFLC 901013	11/29/83	SFLC 902013
TASD 790014	07/27/82	SFLC 901014	12/15/83	SFLC 902014
TASD 790015	07/26/82	SFLC 901015	09/23/83	SFLC 902015
TASD 790016	07/26/82	SFLC 901016	05/02/84	SFLC 902016
TASD 790017	07/26/82	SFLC 901017	03/21/84	SFLC 902017
TASD 790018	07/26/82	SFLC 901018	11/10/83	SFLC 902018
TASD 790019	07/26/82	SFLC 901019	07/08/83	SFLC 902019
TASD 790020	07/26/82	SFLC 901020	11/11/83	SFLC 902020
TASD 790021	07/26/82	SFLC 901021	11/22/83	SFLC 902021
TASD 790022	07/26/82	SFLC 901022	10/26/83	SFLC 902022
TASD 790023	07/26/82	SFLC 901023	09/06/83	SFLC 902023
TASD 790024	07/26/82	SFLC 901024	05/02/84	SFLC 902024
TASD 790025	07/26/82	SFLC 901025	07/11/83	SFLC 902025
TASD 790026	07/26/82	SFLC 901026	02/21/84	SFLC 902026
TASD 790027	07/26/82	SFLC 901027	08/31/83	SFLC 902027
TASD 790028	07/26/82	SFLC 901028	08/01/83	SFLC 902028
TASD 790029	07/26/82	SFLC 901029	10/11/83	SFLC 902029
TASD 790030	07/26/82	SFLC 901030	03/06/84	SFLC 902030
TASD 790031	07/26/82	SFLC 901031	07/19/83	SFLC 902031
TASD 790032	07/26/82	SFLC 901032	10/19/83	SFLC 902032
TASD 790033	07/26/82	SFLC 901033	08/12/83	SFLC 902033
TASD 790034	07/26/82	SFLC 901034	11/18/83	SFLC 902034
TASD 790035	07/26/82	SFLC 901035	02/29/84	SFLC 902035
TASD 790036	07/26/82	SFLC 901036	11/23/83	SFLC 902036
TASD 790037	07/26/82	SFLC 901037	08/16/83	SFLC 902037
TASD 790038	07/26/82	SFLC 901038	07/06/83	SFLC 902038
TASD 790039	07/26/82	SFLC 901039	12/07/83	SFLC 902039
TASD 790040	10/30/82	SFLC 901040	08/18/83	SFLC 902040
TASD 790041	08/10/82	SFLC 901041	02/27/84	SFLC 902041
TASD 790042	07/26/82	SFLC 901042	08/15/83	SFLC 902042
TASD 790043	07/26/82	SFLC 901043	11/28/83	SFLC 902043
TASD 790044	07/26/82	SFLC 901044	02/15/84	SFLC 902044
TASD 790045	08/31/82	SFLC 901045	01/17/84	SFLC 902045
TASD 790046	07/26/82	SFLC 901046	12/05/83	SFLC 902046
TASD 790047	07/27/82	SFLC 901047	08/03/84	SFLC 902047
TASD 790048	07/31/82	SFLC 901048	04/25/84	SFLC 902048
TASD 790049	07/26/82	SFLC 901049	10/10/83	SFLC 902049