

ITEL

June 8, 1987

Itel Rail Corporation

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

RECORDATION NO. 8610 Filed 1425

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

JUN 16 1987 -11 10 AM

INTERSTATE COMMERCE COMMISSION

Re: **Fifth Amendment, effective as of May 19, 1987, to the Equipment Lease Agreement dated as of November 23, 1976, as amended, between Mellon National Leasing Company, now known as Mellon Financial Services Corporation 3 and Itel Rail Corporation, successor in interest to Itel Corporation, Rail Division, and SSI Rail Corp.**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. §11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this Amendment under the Equipment Lease Agreement dated as of November 23, 1976, as amended, between Mellon National Leasing Company and Itel Corporation, Rail Division, which was filed with the ICC on December 14, 1976, and given Recordation No. 8610.

The parties to the aforementioned instrument are listed below:

Mellon Financial Services Corporation 3 (Lessor)
One Mellon Bank Center, Suite 3030
Pittsburgh, Pennsylvania 15258

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

This Amendment amends the Fourth Amendment with respect to the lease term and certain rental payment dates stated therein by deleting in their entirety paragraphs 5 and 6 thereto and substituting in lieu thereof paragraph 2.

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

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

:ps
Enclosures

RECORDATION NO. 8610-H Filed 1425

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INTERSTATE COMMERCE COMMISSION

FIFTH AMENDMENT ("FIFTH AMENDMENT")
EFFECTIVE AS OF MAY 19, 1987
TO EQUIPMENT LEASE AGREEMENT
DATED AS OF NOVEMBER 23, 1976, AS AMENDED, (THE "LEASE")
BETWEEN MELLON NATIONAL LEASING COMPANY
NOW KNOWN AS
MELLON FINANCIAL SERVICES CORPORATION 3, AS LESSOR ("LESSOR")
AND ITEL RAIL CORPORATION, SUCCESSOR IN INTEREST TO
ITEL CORPORATION, RAIL DIVISION,
AND TO SSI RAIL CORP., AS LESSEE ("LESSEE")

WHEREAS, Lessor and Lessee desire to amend the Lease as amended by the Fourth Amendment, effective as of June 30, 1986 ("Fourth Amendment"), to the Lease, with respect to the lease term and to certain rental payment dates;

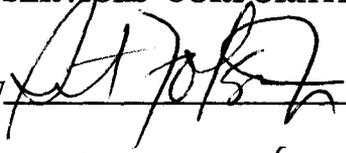
NOW, WHEREFOR, the parties agree as follows:

- 1. All capitalized terms used herein, if not defined herein, shall have the meanings assigned to them in the Lease. All section or exhibit designations used herein shall refer to the respective section or exhibit in the Lease, unless otherwise stated herein.
- 2. Paragraphs 5 and 6 of the Fourth Amendment are deleted in their entirety and replaced with the following:
 - "5. Unless further extended pursuant to Section 19 of the Lease, the term of the Lease shall be extended, and Lessee shall be entitled to the possession, use and quiet enjoyment of the boxcars, through and including **September 30, 1993**, and all references in the Lease to the expiration date shall be deemed to refer to **September 30, 1993**.
 - 6. (a) Subsection 19(a) of the Lease is hereby amended: 1) by deleting "March 31, 1992" and inserting in lieu thereof "**September 30, 1993**,"

and 2) by deleting "June 30, 1992" and inserting in lieu thereof "December 31, 1993."

(b) Subsection 19(b) of the Lease is hereby amended by deleting "April 1, 1992" and inserting in lieu thereof "October 1, 1993." "

**MELLON FINANCIAL
SERVICES CORPORATION 3**

By 
Title Senior Vice President
Date 6/01/87

ITEL RAIL CORPORATION

By 
Title Vice President - Finance
Date 5/26/87

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

On the 26TH day of MAY, 1987 before me personally came ROBERT C. KIETHLE to me known, who, being by me duly sworn, did depose and say that he is the VICE PRESIDENT - FINANCE of ITEL RAIL CORPORATION, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of ITEL RAIL CORPORATION; and that he signed his name thereto pursuant to like authority.



patricia schumacker
Notary Public

STATE OF Pennsylvania)
)
COUNTY OF Allegheny) SS.

On the 1ST day of June, 1987 before me personally came Arthur Tolson, Jr. to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of Mellon Financial Services Corporation #5 one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Mellon Financial Services Corporation #5 and that he signed his name thereto pursuant to like authority.

CYNTHIA ANNE PATTERSON, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES MARCH 25, 1991
Member, Pennsylvania Association of Notaries

Cynthia Anne Patterson
Notary Public