

ITEL

IteI Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

RECORDATION NO. 8654-4 FILE NO. 1425

NOV 30 1984 12 25 PM

November 13, 1984 INTERSTATE COMMERCE COMMISSION

No. 4-334A085
Date NOV 30 1984

Fee \$ 10.00

ICC Washington, D.C.

Mr. James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Bayne:

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 IteI Rail Corporation for filing and recordation under the Lease Agreement between SSI Rail Corporation and Cadiz Railroad Company dated November 10, 1976 which was filed with the Interstate Commerce Commission on January 10, 1977 and given I.C.C. Recordation No. 8654, four counterparts of the following document:

Amendment No. E dated June 18, 1984 to the Lease Agreement between SSI Rail Corporation and Cadiz Railroad Company dated November 10, 1976.

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

1. Cadiz Railroad Company
Box B
Cadiz, Kentucky 42211
2. IteI Rail Corporation
55 Francisco, 5th Floor
San Francisco, California 94133

The equipment covered by this Amendment is (50) fifty boxcars bearing reporting marks CAD 1100-1149, A.A.R. mechanical designation XM.

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

*Needs this
may be
5654-M
but not
here*

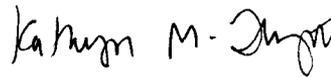
Consignor - Harold Siegel

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ICC WASHINGTON D.C.

Mr. James H. Bayne, Secretary
November 13, 1984
Page Two

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; it is requested that the remaining three (3) counterparts to the bearer of this document.

Sincerely,



Kathryn M. Thyret
Legal Assistant

KMT/csh
Enclosures

cc: Robert S. Clark, Esq.
Senior Trust Officer
First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84125

Virginia Hanger
Itel Rail Corporation

11/30/84

Interstate Commerce Commission
Washington, D.C. 20423

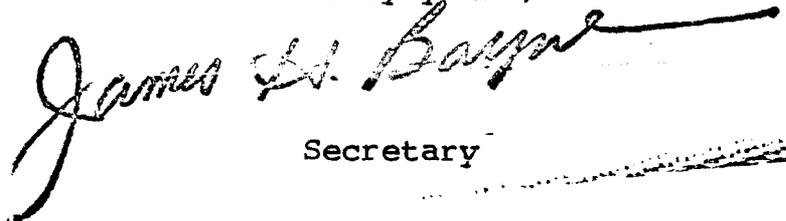
OFFICE OF THE SECRETARY

Kathryn M. Thyret
Legal Assistant
IteI Rail Corporation
55 Francisco
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 11/30/84 at 12:35pm and assigned re-
recording number(s). 8654-M

Sincerely yours,


Secretary

Enclosure(s)

L-0714
6/19/84

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AMENDMENT E

INTERSTATE COMMERCE COMMISSION

AMENDMENT E (the "Amendment") to that certain Lease Agreement (the "Agreement") dated as of November 10, 1976, between SSI Rail Corp. and CADIZ RAILROAD COMPANY ("Lessee") is made this 18th day of June, 1984 by and between ITEL RAIL CORPORATION, as successor in interest to SSI Rail Corp. ("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 one hundred fifty (150) boxcars bearing the reporting marks CAD 1000-1149 have been delivered by Lessor to Lessee, and pursuant to which one hundred fifty (150) boxcars bearing the reporting marks CAD 1150-1299 have not been delivered by Lessor to Lessee;

WHEREAS, Lessor and Lessee mutually desire to remove fifty (50) boxcars bearing reporting marks CAD 1100-1149 from the Agreement.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, 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 this Amendment.
2. Amended Equipment Schedule No. 2.A., attached to and incorporated into the Agreement, shall be deleted in its entirety.
3. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
4. 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: Acting President

Date: July 27, 1984

CADIZ RAILROAD COMPANY

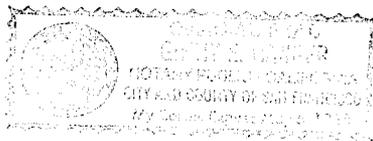
By: *H. White*

Title: President

Date: 7/21/84

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

On this 27th day of July, 1984, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is Acting President of Itel Rail Corporation, that the foregoing Amendment E 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.



Jimmy E. Hanger
Notary Public

STATE OF Kentucky)
) ss:
COUNTY OF Trigg)

On this 21st day of JULY, 1984, before me personally appeared H.S. White, to me personally known, who being by me duly sworn says that such person is President of Cadiz Railroad Company, that the foregoing Amendment E 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.

Frankie Lee Name
Notary Public
My Comm. Expires 2-24-87