

ITEL

15642-N
RECORDED BY _____ FILED IN _____

Istel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000
(415) 781-1035 Fax

Pullman

OCT 4 1989 - 12 05 PM

September 29, 1989

INTERSTATE COMMERCE COMMISSION

9-277A014

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

Re: Amendment No. 1 to Master Lease No. 2197-00 dated May 5, 1988, between Istel Rail Corporation and Hartford and Slocomb Railroad Company

Dear Ms. McGee:

On behalf of Istel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$15 recordation fee.

Please record this Amendment under Master Lease No. 2197-00 dated May 5, 1988, between Istel Rail Corporation, as successor in interest to both Istel Rail Corporation and Istel Railcar Corporation, and Hartford and Slocomb Railroad Company, which was filed with the ICC on May 13, 1988, under Recordation No. 15642.

The parties to the aforementioned instrument are listed below:

Istel Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Hartford and Slocomb Railroad Company (Lessee)
P.O. Box 2243
Dothan, Alabama 36302

This Amendment amends the term "Lessor" to mean Istel Rail Corporation, as successor in interest to both Istel Rail Corporation and Istel Railcar Corporation.

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

Very truly yours,

patricia schumacker
Patricia Schumacker
Legal Assistant

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AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 (the "Amendment") to that certain Lease Agreement, dated as of May 5, 1988, (the "Agreement") between ITEL RAIL CORPORATION, as successor in interest to both ITEL RAIL CORPORATION and ITEL RAILCAR CORPORATION, as lessor ("Lessor"), and HARTFORD AND SLOCOMB RAILROAD COMPANY ("Lessee") is made this 8th day of Sept. ~~ember~~, 1989.

R E C I T A L S:

- A. Lessor and Lessee are parties to the Agreement pursuant to which railroad equipment has been leased to Lessee by Lessor and under which the parties may agree, in writing, to add additional equipment from time to time.
- B. Lessor and Lessee recognize Itel Rail Corporation as successor in interest to both Itel Rail Corporation and Itel Railcar Corporation.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto 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. Section 1. B. of the Agreement is hereby deleted. The capitalized term "Lessor" shall refer to Itel Rail Corporation, as successor in interest to both Itel Rail Corporation and Itel Railcar Corporation.
- 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 multiple counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

HARTFORD AND SLOCOMB RAILROAD COMPANY

By: [Signature]
 Title: Senior Vice President Marketing
 Date: September 8, 1989

By: [Signature]
 Title: President
 Date: 8-28-89

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

On this 8th day of September, 1989, before me personally appeared ^{E. LOYD MANASLO} ~~Desmond P. Hayes~~, to me personally known, who being by me duly sworn says that such person is ^{Senior Vice Marketing} ~~President and CEO~~ of Itel Rail Corporation, that the foregoing Amendment No. 1 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.

Sharon L. Van Fossan
Notary Public



STATE OF ALABAMA)
) ss:
COUNTY OF HOUSTON)

On this 28 day of August, 1989, before me personally appeared C. F. Fischer, III, to me personally known, who being by me duly sworn says that such person is President of Hartford and Slocomb Railroad Company that the foregoing Amendment No. 1 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.

Jean Thompson
Notary Public