

15687-B
RECORDATION NO. _____ FILED 1988

ITEL

SEP 26 1988 - 11 15 PM

September 14, 1988

INTERSTATE COMMERCE COMMISSION

Istel Rail Corporation

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

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

Re: Amendment No. 1 to Schedule No. 1 to Master Lease Agreement
No. 2217-00 dated June 1, 1988, between Istel Rail
Corporation, Istel Railcar Corporation and The Andersons

Dear Ms. McGee:

On behalf of Istel Rail Corporation, the above instrument, in four
(4) counterparts, is hereby submitted for filing and recording
pursuant to 49 U.S.C. Section 11303(a), along with the \$13
recordation fee.

Please record this Amendment under the Master Lease Agreement
dated June 1, 1988, between Istel Rail Corporation, Istel Railcar
Corporation and The Andersons, which was filed with the ICC on
June 1, 1988, under Recordation No. 15687.

The parties to the aforementioned instrument are listed below:

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

The Andersons (Lessee)
P.O. Box 119
Maumee, Ohio 43537

This Amendment identifies the reporting marks of the forty-one
(41) 100-ton, 4427 cubic foot covered hopper cars as follows:
USLX 131001-439793 (n.s.).

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 Department

REGISTRATION No. 13687-B Filed 1988

Lot No. 2217-01

SEP 26 1988 - 11 15 PM

AMENDMENT NO. 1

INDESTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to Schedule 1 dated June 1, 1988 ("Schedule 1"), to the Lease Agreement dated as of June 1, 1988 (the "Agreement"), between ITEL RAILCAR CORPORATION ("Lessor") and THE ANDERSONS ("Lessee") is made as of this 12th day of September, 1988 between Lessor and Lessee.

RECITALS:

- A. Lessor and Lessee are parties to Schedule 1 to the Agreement pursuant to which forty-one (41) 100-ton covered hoppers (the "Cars") described therein have been leased by Lessor to Lessee.
- B. Lessor and Lessee desire to amend Schedule 1 as to the Reporting Marks of the Cars.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to amend the Schedule as follows:

- 1. All terms defined in Schedule 1 and the Agreement shall have the meanings defined therein when used in this Amendment.
- 2. The words "(numbers to be determined)" in Section 2. of Schedule 1 are hereby deleted and replaced with the numerals "31212-31234; 131001; 131012; 131017; 131020; 131030; 131035; 131039; 131040; 131046; 439626; 439752; 439758; 439763; 439769; 439779; 439788; 439792; 439793."
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect with respect to the Cars subject to the Agreement.
- 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 RAILCAR CORPORATION

By: *[Signature]*

Title: President

Date: September 12, 1988

THE ANDERSONS,
an Ohio Limited Partnership

By: THE ANDERSONS MANAGEMENT CORP.
an Ohio Corporation, Sole General
Partner in The Andersons

By: *[Signature]*

Title: Dir. of Transportation

Date: 9-9-88

Signed and acknowledged in the presence of:

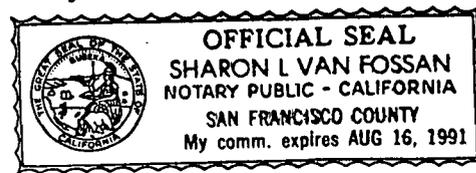
[Signature]

Charles R. Brown

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

On this 12th day of September, 1988, 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. 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 OHIO)
) ss:
COUNTY OF LUCAS)

Before me, a Notary Public, in and for said county and state, personally appeared Roger J. Truckor, the Director of Transportation of The Andersons Management Corp., an Ohio corporation, who acknowledged that said corporation is sole general partner of The Andersons, an Ohio limited partnership, and being thereunto duly authorized, did sign the foregoing Amendment No. 1 in behalf of said corporation and by authority of its board of directors on behalf of the partnership and that the same is the free act and deed of said officer and of said corporation and partnership.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 9th day of September, 1988.

Mark F. Werner
Notary Public

MARK F. WERNER
Notary Public, State of Ohio
My Commission Expires April 6, 1991