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**ITEL**

July 20, 1988

**Itel Rail Corporation**

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

INTERSTATE COMMERCE COMMISSION

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

JUL 25 1988 11:30 AM

RECORDATION NO. 15703-6 Filed 1425

Re: Amendment No. 2 Locomotive Lease Agreement dated as of  
March 21, 1988, between Itel Railcar Corporation and  
McCormick, Ashland City & Nashville Railroad, Inc.

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. Section 11303(a), along with the  
\$13 recordation fee.

Please record this Amendment under the Locomotive Lease  
Agreement dated as of March 21, 1988, between Itel Railcar  
Corporation and McCormick, Ashland City & Nashville Railroad,  
Inc., which was filed with the ICC on July 5, 1988, under  
Recordation No. 15703.

The parties to the aforementioned instrument are listed below:

Itel Railcar Corporation (Lessor)  
55 Francisco Street  
San Francisco, California 94133

McCormick, Ashland City & Nashville Railroad, Inc. (Lessee)  
750 Old Hickory Blvd.  
2 Brentwood Commons, Suite 150  
Brentwood, Tennessee 37027

This Amendment extends the term of the Lease Agreement for five  
(5) years through and including June 30, 1993, with respect to  
one (1) GP1800 locomotive bearing reporting mark NACR 0009.

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



06/23/88

7. This Amendment may be executed by parties hereto in two counterparts and both counterparts shall be deemed to constitute one and instrument.

ITEL RAILCAR CORPORATION

By: *D. P. Hayes*  
Title: *President*  
Date: *July 3, 1988*

MCCOMRICK ASHLAND CITY & NASHVILLE  
RAILROAD, INC.

By: *Larry R. McCormick*  
Title: *President*  
Date: *June 28, 1988*

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

On this 8th day of July, 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 Railcar Corporation, that the foregoing Amendment 2 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 of corporation.

Sharon L. Van Fossan  
Notary Public



STATE OF TENNESSEE )  
 ) ss:  
COUNTY OF DAVIDSON )

On this 28 day of June, 1988, before me personally appeared Larry R. McCormick to me personally known, who being by me duly sworn that such person is President of McCormick, Ashland City & Nashville Railroad, Inc. that the foregoing Amendment No. 2 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 of corporation.

Barbara J. Boone  
Notary Public

**Barbara J. Boone**  
Notary Public at Large  
State of Tennessee  
My Commission Expires: 1-21-90