

ITEL

October 11, 1988

Itel Rail Corporation

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

RECORDATION NO. 1 5880-A 8-291A045
No.

OCT 17 1988 12 05 PM

Date OCT 17 1988

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

INTERSTATE COMMERCE COMMISSION

Fee \$ 39.00

Re: Schedule No. 1 to the Railcar Lease Agreement dated
September 14, 1988, between Itel Railcar Corporation and
The Atchison, Topeka and Santa Fe Railway Company

ICC Washington, D.C.

Dear Ms. McGee:

On behalf of Itel 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 \$13 recordation fee.

Please record this Schedule No. 1 under the Railcar Lease Agreement dated September 14, 1988, between Itel Rail Corporation, Itel Railcar Corporation and The Atchison, Topeka and Santa Fe Railway Company, which is being filed with the ICC simultaneously this date.

The parties to the aforementioned instrument are listed below:

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

The Atchison, Topeka and Santa Fe Railway Company (Lessee)
920 Southeast Quincy Street
Topeka, Kansas 66628

This Schedule No. 1 adds to the Railcar Lease Agreement four hundred (400) 52', 70-ton RBL boxcars from within the series USLX 3029-19059 (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

MOTOR OPERATING UNIT
OCT 17 11 58 AM '88
THE SECRETARY
ICC OFFICE OF

SCHEDULE NO. 1

RECORDATION # 1-5880

OCT 17 1988 12 03 PM

Page 1 of Schedule No. 1 dated as of September 14, 1988 to ~~Lease~~ ~~COMMERCIAL~~
dated as of September 14, 1988 by and between ITEL RAILCAR CORPORATION ("Lessor")
and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY ("Lessee").

TYPE AND DESCRIPTION OF CAR: 52' 5", 70-ton RBL Boxcars

NUMBER OF CARS: Four hundred (400)

INTERIOR EQUIPMENT: Dual Air-Pak Bulkheads

SPECIAL LININGS: None

PERMITTED LADING USE: Non-Corrosive Commodities

REPORTING MARKS AND NUMBERS: USLX marks, numbered as shown on Exhibit A
attached hereto.

SPECIFICATIONS DESIGNATED BY LESSEE: None

INITIAL DELIVERY POINT:

Cars not currently in Lessee's possession are to be delivered to nearest
connecting interchange to Lessee's lines

INTERIOR MAINTENANCE AMOUNT:

One hundred fifty dollars (\$150.00) per Car per calendar year, for the Cars in
the aggregate, prorated for each Car not subject to the Agreement for an entire
calendar year at twelve dollars and fifty cents (\$12.50) per Car per month.

Page 2 of Schedule No. 1 dated as of September 14, 1988 to Lease Agreement dated as of September 14, 1988 by and between ITEL RAILCAR CORPORATION ("Lessor") and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY ("Lessee").

LEASE TERM: March 1, 1988 through and including February 28, 1991.

MONTHLY RENTAL PER CAR: All off-line mileage earnings to the account of Lessor.

lines owned and operated by Lessee as of the date of this Schedule (the "Eligible Lines").

- SPECIAL TERMS:
1. Lessor may pull any or all Cars at any time upon thirty (30) days' prior written notice to Lessee.
 2. Unless otherwise agreed upon and provided for by Lessor and Lessee, any lines purchased by Lessee or added to the Eligible Lines during the term of the Agreement, and any Eligible Lines sold by Lessee to another party, effective on the date of such sale, are deemed to be the lines of another railroad company (a foreign road) for the purpose of determining revenues. If, at any time during the term of the Agreement, Lessee operates lines other than the Eligible Lines, then Lessee shall supply Lessor with records which distinguish the movement of each Car on the Eligible Lines from the movement of such Car or any other lines operated by Lessee.
 3. Subsection 4.B. (ii) of the Agreement does not apply to the Cars listed in this Schedule No. 1.

ITEL RAILCAR CORPORATION

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

By: AP Hayes
 Title: President
 Date: September 14, 1988

By: BD Lancaster
 Title: Asst. to Vice President-Operations
 Date: SEPTEMBER 9, 1988

EXHIBIT A
TO SCHEDULE NO. 1

400 RBLs

1	USLX	003029	010002	010151	010399	010712	010926	011289	017004
2		003030	010003	010152	010410	010713	010960	011478	017006
3		003331	010004	010155	010445	010714	010961	011480	017007
4		003032	010005	010156	010491	010715	010962	011482	017008
5		003035	010006	010158	010503	010716	010963	011483	017009
6		003036	010007	010159	010511	010719	010964	011484	017010
7		003037	010009	010160	010518	010720	010965	011485	017012
8		003038	010010	010161	010527	010727	010966	011486	017014
9		003039	010011	010162	010540	010742	010967	011487	017016
10		003041	010012	010163	010541	010743	010968	011488	017027
11		003043	010013	010165	010542	010744	010969	011489	017050
12		009000	010014	010166	010543	010745	010970	011490	017051
13		009001	010015	010168	010544	010748	010971	011491	017052
14		009002	010017	010170	010545	010749	011035	011492	017053
15		009003	010018	010176	010546	010750	011101	011493	017054
16		009004	010020	010177	010547	010751	011103	011494	017056
17		009005	010021	010178	010548	010752	011106	011495	017057
18		009006	010024	010181	010549	010753	011111	011496	017059
19		009007	010025	010183	010556	010754	011115	011497	017060
20		009008	010026	010184	010560	010756	011116	011717	017061
21		009009	010027	010185	010562	010757	011118	011719	017062
22		009010	010029	010186	010566	010758	011137	011720	017063
23		009011	010036	010187	010567	010759	011138	011722	017064
24		009012	010046	010249	010571	010761	011139	011723	017065
25		009013	010075	010266	010572	010762	011143	011726	017066
26		009014	010077	010268	010573	010763	011145	011740	017067
27		009015	010078	010269	010574	010764	011146	011742	017068
28		009016	010079	010270	010576	010765	011147	011745	017069
29		009017	010083	010274	010578	010766	011148	011746	017074
30		009018	010086	010275	010579	010767	011152	011747	019000
31		009019	010088	010276	010581	010768	011156	011748	019031
32		009080	010092	010277	010582	010769	011157	011750	019032
33		009082	010093	010279	010583	010770	011159	011760	019033
34		009983	010100	010280	010584	010771	011169	013155	019034
35		009984	010105	010291	010585	010772	011170	014000	019037
36		009985	010109	010297	010587	010773	011171	014001	019038
37		009986	010116	010312	010588	010774	011172	014002	019039
38		009987	010117	010313	010591	010775	011173	014003	019040
39		009988	010120	010315	010594	010776	011174	014004	019041
40		009989	010124	010317	010597	010777	011175	015025	019043
41		009990	010127	010318	010608	010781	011176	015026	019045
42		009991	010129	010382	010624	010787	011177	015031	019046
43		009992	010131	010386	010634	010788	011179	015033	019059
44		009993	010137	010390	010642	010806	011180	015034	
45		009994	010138	010391	010647	010827	011276	015050	
46		009995	010141	010392	010655	010829	011279	015051	
47		009996	010144	010393	010672	010842	011280	015057	
48		009997	010146	010394	010692	010866	011282	017000	
49		009999	010147	010396	010699	010874	011283	017001	
50		010000	010148	010397	010708	010901	011284	017002	
		010001	010150	010398	010711	010914	011286	017003	

EXHIBIT B
RBL Boxcars

Running Repairs

Running Repairs Continued

Angle Cocks

Wheels

Air Hose

Yokes

Train Line

Knuckles/Pins

Operating Levers and
Brackets

Slack Adjuster

Sill Steps

Couplers

Grab Irons

Draft Gears

Brake Shoes

Coupler Carriers

Brake Shoe Keys

Center Plates (Not
Replacement)

Brake Connecting Pin

Cotter Keys

Brake Head Wear Plates

Roller Bearing Adapters

Air Brakes

Air Hose Supports

Hand Brakes

Load Divider Repairs (Not
Replacement)

Brake Beams and Levers

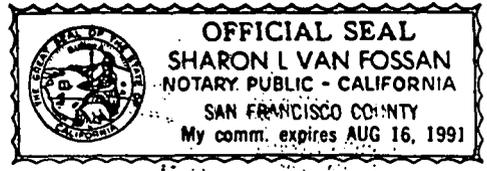
Truck Springs

Door Hardware (Not
Replacement)

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

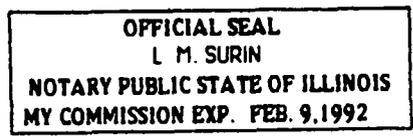
On this 14th day of September, 1988, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Railcar Corporation, that the foregoing Schedules No. 1 and No. 2 were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

Sharon L. Van Fossan
Notary Public



STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 9th day of SEPTEMBER, 1988, before me personally appeared B.C. LANCASTER to me personally known, who being by me duly sworn says that such person is President of The Atchison, Topeka and Santa Fe Railway Company, that the foregoing Schedules No. 1 and No. 2 were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.



L. M. Surin
Notary Public