

RECORDATION NO. 8819-9M Filed 1425

No. C-200A057

Date SEP 16 1980

Fee \$ 20.00

SEP 16 1980 -1 35 PM

**ITEL** INTERSTATE COMMERCE COMMISSION

September 15, 1980

(1)

ICC Washington, D. C.  
**Rail Division**

Two Embarcadero Center  
San Francisco, California 94111  
(415) 955-9090  
Telex 34234

RECEIVED  
SEP 16 1 28 PM '80  
FEE OPERATION DR.  
T.O.O.

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

*Mrs. Lee -  
Please file this first.*

Re: Amendment No. 1 made as of September 1, 1980 to that Lease Agreement made as of April 20, 1977 between ITEL Corporation, Rail Division, successor in interest to, SSI Rail Corp., and McCloud River Railroad Company

Dear Ms. Mergenovich:

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 ITEL Corporation, Rail Division, for filing and recordation, as an additional filing under Recordation No. 8819, which was recorded on May 11, 1977 at 1:15 p.m., four (4) counterparts of the following document:

*file under*

Amendment No. 1 made as of September 1, 1980 to that Lease Agreement made as of April 20, 1977 between ITEL Corporation, Rail Division, successor in interest to SSI Rail Corp., and McCloud River Railroad Company

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

1. ITEL Corporation, Rail Division  
Two Embarcadero Center  
San Francisco, CA 94111
2. McCloud River Railroad Company  
P.O. Drawer A  
McCloud, CA 96057

Please cross-index the above referenced document with the following document, which is filed under Recordation No. 8781:

*Cross index under*

Equipment Trust Agreement, dated as of March 15, 1977 between First Security Bank of Utah, N.A., as Trustee, and ITEL Corporation.

The equipment covered by Amendment No. 1 is:

1. Four hundred (400) 70-ton boxcars (AAR mechanical designation XM; 50'6" in length), marked MR 2000 through and including MR 2399.

*Concededly*  
*John Austin*



## Rail Division

Ms. Agatha Mergenovich  
September 15, 1980  
Page Two

2. Forty-seven (47) 70-ton boxcars(AAR mechanical designation XM; 49'7" in length), marked as set forth in Attachment A.
3. Forty-seven (47) 70-ton boxcars (AAR mechanical designation XM; 49'6" in length), marked as set forth in Attachment B.

Enclosed also is a check for \$10.00 for the required recordation and a check for \$10.00 for the cross-indexing fee.

Please stamp all counterparts of the enclosed document 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 be delivered to the bearer of this letter.

Sincerely,

  
Patricia Salas Pineda  
Counsel

PSP/rcs



**Rail Division**

ATTACHMENT A

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**Rail Division**

ATTACHMENT B

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**Interstate Commerce Commission**  
Washington, D.C. 20423

9/16/80

OFFICE OF THE SECRETARY

**Patricia Salas Pineda, Counsel**  
**Itel Rail Division**  
**Two Embarcadero Center**  
**San Francisco, Calif. 94111**

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 **9/16/80** at **1:35pm**, and assigned re-  
recording number (s) **8819-M, 8819-N, 8819-O**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

SE-30  
(7/79)

(1)

L-0059  
9/5/80

RECORDATION NO. 8819 Filed 1426

SEP 16 1980 -1 35 PM

AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") made as of September 1, 1980 between ITEL CORPORATION, RAIL DIVISION, successor in interest to SSI Rail Corp., a California corporation ("Lessor") as Lessor and MC CLOUD RIVER RAILROAD COMPANY, a California corporation ("Lessee") as Lessee;

WITNESSETH:

WHEREAS, Lessor and Lessee are parties to that certain Lease Agreement, made as of April 20, 1977;

NOW, THEREFORE, in consideration of the mutual promises and agreements made herein, the parties hereto agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have their defined meanings when used in this Amendment.
- 2. Section 13 of the Lease is hereby amended to include the following Subsection:

"G. If at any time during the Initial Term or any Extended Terms hereof, including that portion of the Initial Term prior to the date of this Amendment, Lessee subleases any of the Boxcars in accordance with Section 13A, with respect to such subleased Boxcars, Section 6A(i) shall become inapplicable and the Base Rental of any such Sublease shall be substituted for the Base Rental in 6A(ii). In any such case, any Payments attributable to the subleased Boxcars, in excess of the Base Rental as set forth in the Sublease, shall be disbursed in accordance with the Sublease provisions relating to excess Payments.

- 3. Except as expressly modified by this Amendment, all terms and provisions of the Lease 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 CORPORATION  
RAIL DIVISION

MC CLOUD RIVER RAILROAD  
COMPANY

By: Carl H. Lyle

By: W. J. Kewen

Title: President

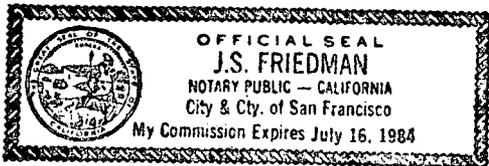
Title: President

Date: September 12, 1980

Date: September 9, 1980

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

On this 12th day of September, 1980, before me personally appeared Carl N. Taylor, to me personally known, who being by me duly sworn says that such person is President of Intel Corporation, Rail Division, 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.



J.S. Friedman  
Notary Public

STATE OF California )  
 )  
COUNTY OF Siskiyou ) ss:

On this 9th day of September, 1980, before me personally appeared W. J. Herndon, to me personally known, who being by me duly sworn says that such person is President of McCloud River 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.

R. D. Wetzel  
Notary Public

