

ITEL

June 8, 1987

6/16/87
20.00

IteI Rail Corporation

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

RECORDATION NO. 8838-1 Filed 1425

JUN 16 1987 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee ~~ICC Washington, D. C.~~
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Amendment H dated May 29, 1987, to the Lease Agreement dated April 29, 1977,
between SSI Rail Corp. and The Corinth and Counce Railroad Company

Dear Ms. McGee:

On behalf of IteI Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. §11303(a), along with a check in the amount of \$20 covering the recordation fees.

Please record this Amendment under the Lease Agreement dated April 29, 1977, between SSI Rail Corp. and The Corinth and Counce Railroad Company, which was filed with the ICC on May 27, 1977, and given Recordation No. 8838. This Amendment should also be cross-indexed with the Equipment Trust Agreement dated January 1, 1982, between IteI Rail Corporation and First Security Bank of Utah, N.A., which was filed with the ICC on September 20, 1983, under Recordation No. 14165. *Cross-indexed*

The parties to the aforementioned instrument are listed below:

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

The Corinth and Counce Railroad Company (Lessee)
P.O. Box 128, Highway 57
Counce, Tennessee 38326

This Amendment changes the mechanical designation of eighty-three (83) boxcars bearing reporting marks CCR 6745-6799 and CCR 6839-6866 by replacing Equipment Schedule Nos. 7.A. and 8 in the Lease Agreement with Equipment Schedule Nos. 7.B. and 8.A. attached thereto.

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

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

:ps
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/16/87

OFFICE OF THE SECRETARY

Patricia Schumacker
Itel Rail Corporation
55 Francisco Street
San Francisco, Calif. 94133

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 6/16/87 at 11:10am, and assigned re-
recording number (s) . 8610-H, 8838-T & 15148-C

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure (s)

8838 T
RECORDATION NO. Filed 1426

05/08/87

JUN 16 1987 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT H

AMENDMENT H (the "Amendment") to that certain Lease Agreement, dated as of April 29, 1977, as amended, (the "Agreement") between SSI RAIL CORP. and THE CORINTH AND COUNCE RAILROAD COMPANY ("Lessee") is made this 29th day of May, 1987, by and between ITEL RAIL CORPORATION, as successor in interest to SSI Rail Corp. ("Lessor"), and Lessee.

RECITALS:

- A. Lessor and Lessee are parties to the Agreement pursuant to which nine hundred (900) boxcars bearing reporting marks from within the series CCR 6000-6905 (the "Boxcars") have been leased to Lessee by Lessor.
- B. Lessor and Lessee desire to change the mechanical designation of eighty-three (83) Boxcars bearing the reporting marks CCR 6745-6799 and CCR 6839-6866.

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. Equipment Schedules No. 7.A. and No. 8 attached to the Agreement are replaced by Equipment Schedules No. 7.B. and 8.A. attached hereto.
- 3. All references in the Agreement to Equipment Schdule No. 7.A. are deemed to refer to Equipment Schedule No. 7.B. and all references to Equipment Schedule No. 8 are deemed to refer to Equipment Schedule No. 8.A.
- 4. Lessor shall, at its expense, change the mechanical designation of each Boxcar from within the series CCR 6745-6799 and CCR 6839-6866 from "XM" to "XP". After all of such Boxcars are completed, Lessor shall provide Lessee with a Certificate of Change in the form of Exhibit A attached hereto, which shall become a part of the Agreement. The mechanical designation of any or all such Boxcars may be redesignated to "XM" if the parties agree in writing that such redesignation is in their best interest, or if the Association of American Railroads or any governmental or regulatory authority requires such redesignation.
- 5. Lessee shall, at its expense, establish an assignment pool for the eighty-three (83) "XP" Boxcars under The Association of American Railroads Car Serive Directive 170.
- 6. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.

ASSIGNED TO FIRST SECURITY BANK OF UTAH, N.A., TRUSTEE, UNDER A LEASE ASSIGNMENT.

INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986.

7. 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 RAIL CORPORATION

By: *AD Hayes*
Title: President
Date: 5-29-87

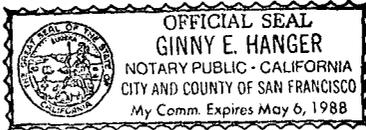
**THE CORINTH AND COUNCE RAILROAD
COMPANY**

By: *[Signature]*
Title: *[Signature]*
Date: 5-19-87

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

On this 29th day of May, 1987, 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 H 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.

GINNY E. HANGER
Notary Public



STATE OF Tennessee)
) ss:
COUNTY OF Hardin)

On this 19th day of May, 1987, before me personally appeared E. W. Rice, Jr., to me personally known, who being by me duly sworn says that such person is President & General Manager of The Corinth and Counce Railroad Company, that the foregoing Amendment H 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.

Sherry House
Notary Public



EQUIPMENT SCHEDULE NO. 7.B.

Itel Rail Corporation hereby leases the following Boxcars to The Corinth and Counce Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of April 29, 1977.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	70-Ton, Plate C Boxcars	CCR 6700-6744, 6803-6805	50'6"	9'6"	11'1"	10' Sliding	48
XP	70-Ton, Plate C Boxcars	CCR 6745-6799	50'6"	9'6"	11'1"	10' Sliding	55

ITEL RAIL CORPORATION

By: *D. Hayes*

Title: President

Date: 5-29-87

THE CORINTH AND COUNCE RAILROAD COMPANY

By: *[Signature]*

Title: *[Signature]*

Date: 5-19-87

EQUIPMENT SCHEDULE NO. 8.A.

Itel Rail Corporation hereby leases the following Boxcars to The Corinth and Counce Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of April 29, 1977.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	70-Ton, Plate B Boxcars	CCR 6806-6838, 6867-6880	50'6"	9'6"	10'8"	10' Sliding	47
XP	70-Ton, Plate B Boxcars	CCR 6839-6866	50'6"	9'6"	10'8"	10' Sliding	28

ITEL RAIL CORPORATION

By: *[Signature]*

Title: President

Date: 5-29-87

THE CORINTH AND COUNCE RAILROAD COMPANY

By: *[Signature]*

Title: 5-19-87

Date: 5-29-87

EXHIBIT A TO
AMENDMENT H

Certificate of Change

<u>CAR NUMBER</u>	<u>DATE CAR RECEIVED "XP"</u> <u>MECHANICAL DESIGNATION</u>	<u>CAR NUMBER</u>	<u>DATE CAR RECEIVED "XP"</u> <u>MECHANICAL DESIGNATION</u>
CCR 6745		CCR 6784	
CCR 6746		CCR 6785	
CCR 6747		CCR 6786	
CCR 6748		CCR 6787	
CCR 6749		CCR 6788	
CCR 6750		CCR 6789	
CCR 6751		CCR 6790	
CCR 6752		CCR 6791	
CCR 6753		CCR 6792	
CCR 6754		CCR 6793	
CCR 6755		CCR 6794	
CCR 6756		CCR 6795	
CCR 6757		CCR 6796	
CCR 6758		CCR 6797	
CCR 6759		CCR 6798	
CCR 6760		CCR 6799	
CCR 6761		CCR 6839	
CCR 6762		CCR 6840	
CCR 6763		CCR 6841	
CCR 6764		CCR 6842	
CCR 6765		CCR 6843	
CCR 6766		CCR 6844	
CCR 6767		CCR 6845	
CCR 6768		CCR 6846	
CCR 6769		CCR 6847	
CCR 6770		CCR 6848	
CCR 6771		CCR 6849	
CCR 6772		CCR 6850	
CCR 6773		CCR 6851	
CCR 6774		CCR 6852	
CCR 6775		CCR 6853	
CCR 6776		CCR 6854	
CCR 6777		CCR 6855	
CCR 6778		CCR 6856	
CCR 6779		CCR 6857	
CCR 6780		CCR 6858	
CCR 6781		CCR 6859	
CCR 6782		CCR 6860	
CCR 6783		CCR 6861	

Certificate of Change (Cont)

<u>CAR NUMBER</u>	<u>DATE CAR RECEIVED "XP"</u> <u>MECHANICAL DESIGNATION</u>
CCR 6862	
CCR 6863	
CCR 6864	
CCR 6865	
CCR 6866	

ITEL RAIL CORPORATION
authorized representative

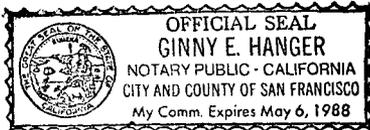
By: _____

Title: _____

Date: _____

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

On this 29th day of May, 1987, 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 Equipment Schedules No. 7.B. and No. 8.A. 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.



Ginny E. Hanger
Notary Public

STATE OF Tennessee)
) ss:
COUNTY OF Hardin)

On this 19th day of May, 1987, before me personally appeared E. W. Rice, Jr., to me personally known, who being by me duly sworn says that such person is President & General Manager of The Corinth and Counce Railroad Company, that the foregoing Equipment Schedules No. 7.B. and No. 8.A. 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.

Sherry House
Notary Public

