

RECORDATION NO. 9279 Filed 1425

# ITEL

NOV 12 1985 10 53 AM  
INTERSTATE COMMERCE COMMISSION

**IteI Rail Corporation**  
55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

October 29, 1985

5-316A044

Honorable James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

NOV 12 1985  
10.00

Dear Mr. Bayne:

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 IteI Rail Corporation for filing and recordation under the undated Lease Agreement between SSI Rail Corp. and Vermont Railway, Inc. which was filed with the I.C.C. on March 13, 1978 and given I.C.C. Recordation No. 9279, four counterparts of the following document:

Amendment No. 4 dated October 25, 1985 to the undated Lease Agreement between SSI Rail Corporation and Vermont Railway, Inc.

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

1. Vermont Railway, Inc. (Lessee)  
One Railway Lane  
Burlington, Vermont 05401
2. IteI Rail Corporation (Lessor)  
55 Francisco, 5th Floor  
San Francisco, California 94133

The equipment covered by this Amendment is ninety (90) XM boxcars bearing reporting marks VTR 4000-4049 and VTR 4100-4139.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

*Thank this will be 9279-  
C. M. Bruce*

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THE OFFICE OF  
MOTION PICTURE ARCHIVE

Mr. James H. Bayne, Secretary  
October 29, 1985  
Page Two

Please stamp all counterparts of the enclosed Amendment 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 returned to the bearer of this document.

Sincerely,



Denise M. Bottarini  
Senior Legal Assistant

DMB/vdv/44

cc: Howard Chabner  
Robert S. Clark  
J. Michael Kelly, Esq.  
Ginny Hanger

Interstate Commerce Commission  
Washington, D.C. 20423

11/12/85

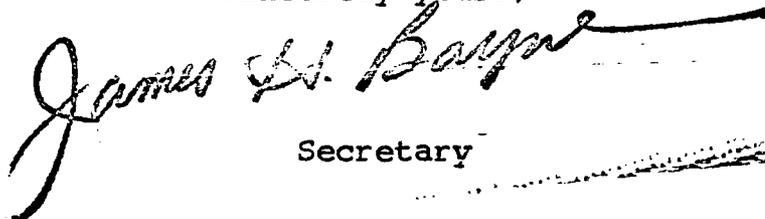
OFFICE OF THE SECRETARY

Denise B. Bottarini  
Senior Legal Assistant  
Itel Rail Corp.  
55 Francisco St.  
San Francisco, California 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 11/12/85 at 12:55pm and assigned re-  
recording number(s) 9279-~~6~~<sup>8</sup> & 9460-G

Sincerely yours,

  
Secretary

Enclosure(s)

10/14/85

RECORDATION NO. 9279 Filed 1425

NOV 12 1985 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 4

THIS AMENDMENT NO. 4 (the "Amendment") to that certain undated Lease Agreement (the "Agreement") between SSI RAIL CORP. and VERMONT RAILWAY, INC. ("Lessee") is made as of this 25th day of October, 1985 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 two hundred forty (240) boxcars bearing reporting marks within the series VTR 650-699, VTR 3501-3550 and VTR 4000-4139 (the "Boxcars") have been leased and delivered by Lessor to Lessee.
- B. The Boxcar bearing the reporting mark VTR 3508 was destroyed on November 9, 1979.
- C. Lessor and Lessee agree to remove one hundred forty-nine (149) Boxcars bearing the reporting marks VTR 650-699, VTR 3501-3550 and VTR 4050-4099 from the Agreement.

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

- 1. All terms defined in the Agreement shall have their defined meanings when used in this Amendment.
- 2. The Equipment Schedule executed on December 10, 1975 attached to the Agreement is deleted in its entirety and replaced by Equipment Schedule No. 1.A. attached hereto.
- 3. Equipment Schedule No. 3 attached to the Agreement is deleted in its entirety.
- 4. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
- 5. 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

VERMONT RAILWAY, INC.

By: [Signature]

By: [Signature]

Title: President

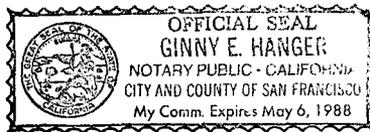
Title: President

Date: October 25, 1985

Date: October 24, 1985

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

On this 25th day of October, 1985, 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. 4 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 Vermont        )  
  ) ss:  
COUNTY OF Chittenden )

On this 24th day of October, 1985, before me personally appeared John Pennington, to me personally known, who being by me duly sworn says that such person is President of Vermont Railway, Inc., that the foregoing Amendment No. 4 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.

Jacqueline M. Bulevar  
Notary Public

EQUIPMENT SCHEDULE NO. 1.A.

Itel Rail Corporation hereby leases the following Cars to Vermont Railway, Inc. subject to the terms and conditions of that certain undated Lease Agreement.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	50', Cushioned Underframe boxcars with 10" end of car cushioning	VTR 4000-4049, 4100-4139	50'6"	9'6"	10'7"	10' Sliding	90

ITEL RAIL CORPORATION

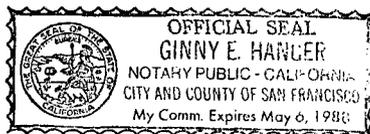
By: *AP Hayes*  
Title: President  
Date: October 25, 1985

VERMONT RAILWAY, INC.

By: *John Pennington*  
Title: President  
Date: October 24, 1985

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

On this 25th day of October, 1985, 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. 1.A. 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 Vermont )  
 ) ss:  
COUNTY OF Chittenden )

On this 24th day of October, 1985, before me personally appeared John Pennington, to me personally known, who being by me duly sworn says that such person is President of Vermont Railway, Inc. that the foregoing Equipment Schedules No. 1.A. 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.

Jacqueline M. Burdick  
Notary Public