

ITEL

RECORDATION NO. 7005-A Filed 1485

DEC 15 1981 12 50 PM

IteI Corporation
INTERSTATE COMMERCE COMMISSION

CFC Square
1101 30th Street, N.W.
Suite 302
Washington D.C. 20007
(202) 338-9022

December 14, 1981

1-3494031

DEC 15 1981

Date.....
Fee \$ 10.00

DEC 15 12 23 PM '81

Mrs. Mildred Lee
Recordation Department
Room 2227
Interstate Commerce Commission
12th and Constitution Avenue, NW
Washington, DC 20423

ICC Washington, D. C.

RE: Reconstruction and Conditional Sale Agreement dated as of March 15, 1973, by and between the Atlantic National Bank of Jacksonville ("Lessor or Vendee"), First State Bank of New Jersey ("Vendor") and Seaboard Coast Line Railroad Company (The "Railroad"); Lease of Railroad Equipment dated as of March 15, 1973, by and between The Atlantic National Bank of Jacksonville as Lessor and Seaboard Coast Line Railroad Company as lessee ("Lessee").

Dear Mrs. Lee:

Enclosed are two (2) copies of an amendment agreement dated as of November 15, 1980, by the Atlantic National Bank of Jacksonville as lessor and Seaboard Coast Line Railroad to be as lessee. The amendment agreement extends the term of the above reference lease.

Would you please be kind enough to file and record one set of the amendment agreement and return the other showing the recording numbers and filing date thereon. Enclosed is a check to the order of the ICC in the sum of \$10. We appreciate your cooperation in this matter.

Sincerely yours,
ITEL CORPORATION
Debtor-in-Possession

Carl V. Lyon

Carl V. Lyon
Attorney

Thomas J. Byrne
Thomas J. Byrne
Practitioner

nb
Enclosures

*Open Herbert
Thomas J. Byrne*

Interstate Commerce Commission
Washington, D.C. 20423

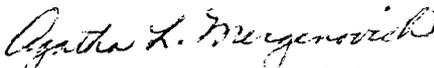
OFFICE OF THE SECRETARY

Carl V. Lyon, Attorney
IteI Corporation
CFC Square
1101 30th St. N. W.
Suite 302
Washington, D. C. 20007

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 12/15/81 at 12:30PM , and assigned re-
recording number(s). 7005-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

REGISTRATION NO. 7005-A
DEC 15 1981 12 30 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of November 15, 1980, between THE ATLANTIC NATIONAL BANK OF JACKSONVILLE, a national banking association (hereinafter called the Lessor), and SEABOARD COAST LINE RAILROAD COMPANY, a Corporation (hereinafter called the Lessee).

WHEREAS, the Lessor and the Lessee have entered into a Lease of Equipment dated as of March 15, 1973 (hereinafter called the Lease); and

WHEREAS, the parties hereto desire to amend the Lease to extend the term thereof.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The term of the Lease for the Units specified in Exhibit 1 hereto is extended for a period of two (2) years from the original date of its expiration, January 15, 1981, to and including January 15, 1983 (such two-year period hereinafter called the Extension Term).

2. During the Extension Term, the Lessee agrees to pay to the Lessor as rental for each Unit subject to the Lease, four (4) consecutive semiannual payments, payable on January 15 and July 15 in each year, commencing January 15, 1981 (or if such date is not a business day, on the next preceeding business day). Each such semiannual payment shall be in an amount equal to \$972.00 for each Unit subject to the Lease.

3. Section 2 of the Lease is amended by deleting the second paragraph thereof and substituting therefor the following paragraph:

The Lessee agrees to make all the payments provided for under the Lease in immediately available funds to a bank or trust company account designated to Lessee in joint written instructions from the Lessor and Itel Corporation.

4. Section 6 of the Lease is amended by deleting the schedule contained therein and the sentence next preceeding such schedule and substituting therefor the following sentence and schedule:

The Casualty Value of each Unit shall be the amount set forth opposite each date in the following schedule:

<u>Payment Date</u>	<u>Casualty Value</u>
January 15, 1981 and July 14, 1981	\$3935
July 15, 1981, and January 14, 1982	\$3174
January 15, 1982 and July 14, 1982	\$2367
July 15, 1982 and January 15, 1983 and thereafter	\$1500

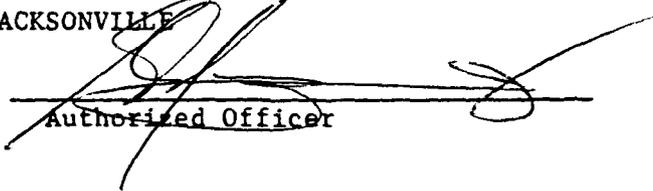
5. Unless otherwise indicated herein, the terms used in this Amendment Agreement shall have the meanings assigned to them in the lease.

6. Except as expressly amended hereby, the Lease shall remain in full force and effect in accordance with the original terms thereof.

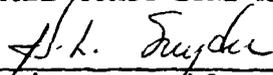
7. This Amendment Agreement may be executed in counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be duly executed as of the date first above written.

THE ATLANTIC NATIONAL BANK OF
JACKSONVILLE

By 
Authorized Officer

SEABOARD COAST LINE RAILROAD COMPANY

By 
Vice President-Treasurer

STATE OF FLORIDA)
) ss.:
COUNTY OF DUVAL)

On this 13TH day of November, 1980, before me personally appeared George C. Murray, Jr., to me personally known, who, being by me duly sworn, says he is a Vice President of The Atlantic National Bank of Jacksonville, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was this day signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rochelle J. Smith
Notary Public

[Notarial Seal]

My Commission expires Notary Public, State of Florida at Large
 My commission expires June 23, 1984.
 Bonded by American Fire & Casualty Company

STATE OF FLORIDA)
) ss.:
COUNTY OF DUVAL)

On this *21st* day of November, 1980, before me personally appeared H. L. Snyder, to me personally known, who, being by me duly sworn, says that he is the Vice President-Treasurer of Seaboard Coast Line Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was this day signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

C. Beecher Smith

Notary Public

[Notarial Seal]

My commission expires

Notary Public
My Comm. Expires
Be. Sec. 100

EXHIBIT 1

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Numbers (inclusive)</u>
288	LO	77-ton covered hopper cars	SCL 200200 to 200213
			200215 to 200216
			200218 to 200240
			200242 to 200334
			200336 to 200337
			200339 to 200363
			200365 to 200366
			200368 to 200429
			200431 to 200432
			200434 to 200435
			200437 to 200449
			200451 to 200454
			200456
			200458 to 200486
			200488 to 200501