

ITEL

Pullman

January 17, 1990 JAN 23 1990 -12:20 PM

REGISTRATION NO 15880-B FILED 1425

IteI Rail Corporation

55 Francisco Street
San Francisco, CA 94133
(415) 984-4000
(415) 781-1035 Fax

REGISTRATION NO 15880-D FILED 1425
JAN 23 1990 -12:20 PM

INTERSTATE COMMERCE COMMISSION

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

INTERSTATE COMMERCE COMMISSION

0-023A048

- Re: 1) Amendment No. 1 to Lease Agreement
 2) Sublease Agreement
 3) Schedule No. 1 to Sublease Agreement

REGISTRATION NO 15880-E FILED 1425
JAN 23 1990 -12:20 PM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

On behalf of IteI Rail Corporation, the above instrument, in three (3) counterparts each, are hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$45 recordation fee.

Please record the Amendment, Sublease and Schedule No. 1 to Sublease under the Railcar Lease Agreement dated September 14, 1988, between IteI Rail Corporation and The Atchison, Topeka and Santa Fe Railway Company ("ATSF"), which was filed with the ICC on October 17, 1988, under Recordation No. 15880.

The parties to the aforementioned instruments are listed below:

IteI Rail 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

The Amendment removes equipment from the Railcar Lease Agreement for purposes of subleasing such equipment to Plywood Marketing Associates ("PMA"); the Sublease covers terms between ATSF, as sublessor, and PMA, as sublessee; and Schedule No. 1 adds to the Sublease the equipment removed from the Railcar Lease Agreement.

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 Assistant

15880-4 E

JAN 23 1990 - 2:04 PM

SCHEDULE NO. 1

INTEGRATED COMMERCE COMMISSION

THIS SCHEDULE NO. 1 ("Schedule") to that certain Sublease Agreement (the "Agreement") dated December 7, 1989 between PLYWOOD MARKETING ASSOCIATES, INC. as sublessor ("Sublessor") and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY as sublessee ("Sublessee") is made as of this 7th day of December, 1989 between Sublessor and Sublessee.

Sublessor and Sublessee agree as follows:

1. All capitalized terms defined in the Agreement shall have the meanings defined therein when used in this Schedule No. 1, except that the term "Cars" as used herein shall only refer to the equipment described in this Schedule unless otherwise indicated.
2. Sublessor hereby subleases the Cars identified in Exhibit A attached hereto to Sublessee subject to the terms and conditions of the Agreement and this Schedule.
3. The term of the Agreement with respect to each Car described in this Schedule shall be deemed to commence upon the full execution of the Agreement and this Schedule and shall expire with respect to all the Cars at the close of business on February 28, 1991 (the "Term").
4. This Schedule may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

PLYWOOD MARKETING ASSOCIATES, INC.

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

BY: Alice M. Leger

BY: M. C. Lyman

TITLE: General Manager

TITLE: AVP + Chief Transportation Officer

DATE: 12-7-89

DATE: Nov 17 1989

EXHIBIT A

Exhibit A to Schedule No. 1 to the Sublease Agreement dated as of December 7, 1989 between PLYWOOD MARKETING ASSOCIATES, INC. as sublessor and THE ATCHISON, TOPEKA, AND SANTA FE RAILWAY COMPANY as sublessee.

Car Reporting Marks and Numbers

USLX 10083	USLX 10181
USLX 10086	USLX 10183
USLX 10092	USLX 10184
USLX 10093	USLX 10185
USLX 10100	USLX 10410
USLX 10105	USLX 10562
USLX 10124	USLX 10588
USLX 10131	USLX 10591
USLX 10137	USLX 10594
USLX 10138	USLX 10692
USLX 10141	USLX 10757
USLX 10146	USLX 10759
USLX 10147	USLX 10761
USLX 10148	USLX 10762
USLX 10150	USLX 10763
USLX 10151	USLX 10764
USLX 10158	USLX 10766
USLX 10159	USLX 10767
USLX 10160	USLX 10768
USLX 10161	USLX 10769
USLX 10162	USLX 10770
USLX 10163	USLX 10771
USLX 10165	USLX 10773
USLX 10176	USLX 10774
USLX 10177	USLX 10776
USLX 10178	USLX 10777

10775 WCU
C

STATE OF Washington)
COUNTY OF Clark) ss:

On this 7th day of December, 1989, before me personally appeared Alice M. Agee, to me personally known, who being by me duly sworn says that such person is General Manager of Plywood Marketing Associates, Inc. that the foregoing Schedule 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.

Marion D. Luderbaugh
Notary Public 30 Nov 91

STATE OF Kansas)
COUNTY OF Weyandotte) ss:

On this 17 day of November, 1989, before me personally appeared W C Lyman, to me personally known, who being by me duly sworn says that such person is Chief Transportation Officer of The Atchison, Topeka and Santa Fe Railway Company, that the foregoing Schedule 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.

RD Lyman
Notary Public 28 Oct 93