ITEL
Pullman

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

RECORDATION NO. 16479-B FILED 1425
APR 23 1990 -3 05 PM
INTERSTATE COMMERCE COMMISSION
0-113A032

March 7, 1990

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

Re: 1) Amendment No. 1 to Lease Agreement
2) Equipment Schedule No. 3
3) Equipment Schedule No. 4
4) Equipment Schedule No. 5

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instruments, in three (3) counterparts each, are hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the $60 recordation fee.

Please record all four documents under the Lease Agreement dated July 17, 1989, between Itel Rail Corporation and Canadian Pacific Limited, which was filed with the ICC on August 14, 1989, under Recordation No. 16479.

The parties to the aforementioned instrument are listed below:

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

Canadian Pacific Limited (Lessee)
P.O. Box 5042, Windsor Station
Montreal, Quebec H3C 3E4
Canada

To the subject Lease Agreement (i) Amendment No. 1 changes the definition of delivery with respect to the cars described on Equipment Schedule No. 1; Schedule No. 3 adds nine hundred fifty (950) 4,750 cubic foot, 100-ton covered hoppers; Schedule No. 4 adds four hundred fifty (450) 4,750 cubic foot, 100-ton covered hoppers; and Schedule No. 5 adds four hundred twelve 4,750 cubic foot covered hoppers. Reporting marks are identified in an Exhibit A attached to the respective schedules.

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 Department

RECORDATION NO. 16479-D FILED 1425

APR 23 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

LEASE NO. CAPRYK04A

EQUIPMENT SCHEDULE No. 4

This Equipment Schedule is attached to and made part of that certain Master Lease dated as of July 17, 1989 (the "Agreement") between Itel Rail Corporation as Lessor and Canadian Pacific Limited as Lessee as of this 3rd day of January, ~~1989~~ 90.

Description of Cars:	100 ton, Covered Hoppers
Door Opening Width:	N/A
Inside Length:	55'4"
Inside Width (Min.):	9'1"
Inside Height (Min.):	10'
AAR Car Code:	C113
Cubic Capacity:	4750 cu. ft.
Number of Cars:	450 (four hundred and fifty)
Reporting Marks:	PLCX, PLWX and PTLX (see Exhibit A for numbers)
Term:	
Commencement Date:	September 1, 1989
Expiration Date:	2 (two) years from Commencement Date through and including August 31, 1991.
Renewal Option:	N/A
Rent: Fixed Rental	
: Service Factor	N/A
: Maximum Mileage	N/A
: Per Mile Rate	N/A
: User Maintenance Items:	

Itel Rail Corporation

Canadian Pacific Limited
Vice President

ASSISTANT SECRETARY

CAPRYK.04A 10/20/89

LEASE NO. CAPRYK04A

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

On this 3rd day of January, 1990, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President + Chief Executive Officer of Itel Rail Corporation, that the foregoing Schedule 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.

Sharon L. Van Fossan
Notary Public

OFFICIAL SEAL
SHARON L VAN FOSSAN
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm expires AUG 16, 1991

PROVIDENCE OF QUEBEC)
) ss:
COUNTY OF HOCHELAGA)

On this 19TH day of DECEMBER, 1989, before me personally appeared P. BERNADET, to me personally known, who being by me duly sworn says that such person is ASSISTANT SECRETARY of Canadian Pacific Limited that the foregoing Schedule 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.

Andrée Grachemaux
Notary Public, in and for the Province of Quebec, Canada. My commission is for life.

EXHIBIT A

PLCX 018019	PLCX 018247	PLCX 018546	PLCX 019115
PLCX 018032	PLCX 018253	PLCX 018570	PLCX 019135
PLCX 018033	PLCX 018256	PLCX 018592	PLCX 019154
PLCX 018036	PLCX 018259	PLCX 018593	PLCX 019160
PLCX 018040	PLCX 018265	PLCX 018596	PLCX 019164
PLCX 018042	PLCX 018269	PLCX 018599	PLCX 019188
PLCX 018049	PLCX 018272	PLCX 018600	PLCX 019212
PLCX 018051	PLCX 018286	PLCX 018628	PLCX 019228
PLCX 018069	PLCX 018289	PLCX 018642	PLCX 019238
PLCX 018073	PLCX 018296	PLCX 018656	PLCX 019254
PLCX 018084	PLCX 018298	PLCX 018670	PLCX 019259
PLCX 018085	PLCX 018309	PLCX 018689	PLCX 019261
PLCX 018095	PLCX 018311	PLCX 018702	PLCX 019262
PLCX 018096	PLCX 018317	PLCX 018705	PLCX 019273
PLCX 018098	PLCX 018318	PLCX 018708	PLCX 019275
PLCX 018101	PLCX 018323	PLCX 018711	PLCX 019283
PLCX 018103	PLCX 018327	PLCX 018712	PLCX 019286
PLCX 018112	PLCX 018328	PLCX 018734	PLCX 019294
PLCX 018116	PLCX 018329	PLCX 018741	PLCX 019302
PLCX 018138	PLCX 018331	PLCX 018770	PLCX 019306
PLCX 018146	PLCX 018333	PLCX 018793	PLCX 019324
PLCX 018150	PLCX 018335	PLCX 018804	PLCX 019345
PLCX 018160	PLCX 018337	PLCX 018808	PLCX 019359
PLCX 018164	PLCX 018339	PLCX 018840	PLCX 019382
PLCX 018166	PLCX 018349	PLCX 018843	PLCX 019388
PLCX 018169	PLCX 018351	PLCX 018844	PLCX 019402
PLCX 018170	PLCX 018355	PLCX 018860	PLCX 019403
PLCX 018179	PLCX 018356	PLCX 018867	PLCX 019433
PLCX 018180	PLCX 018357	PLCX 018881	PLCX 019437
PLCX 018184	PLCX 018360	PLCX 018895	PLCX 019438
PLCX 018186	PLCX 018362	PLCX 018923	PLCX 019467
PLCX 018195	PLCX 018364	PLCX 018924	PLCX 019470
PLCX 018200	PLCX 018372	PLCX 018926	PLCX 019475
PLCX 018203	PLCX 018373	PLCX 018940	PLCX 019476
PLCX 018205	PLCX 018375	PLCX 018972	PLCX 019490
PLCX 018209	PLCX 018379	PLCX 018979	PLCX 019494
PLCX 018210	PLCX 018399	PLCX 018981	PLCX 019510
PLCX 018212	PLCX 018402	PLCX 018984	PLCX 019511
PLCX 018213	PLCX 018415	PLCX 018986	PLCX 019517
PLCX 018214	PLCX 018420	PLCX 018990	PLCX 019520
PLCX 018220	PLCX 018449	PLCX 018998	PLCX 019526
PLCX 018227	PLCX 018457	PLCX 018999	PLCX 019529
PLCX 018228	PLCX 018475	PLCX 019077	PLCX 019531
PLCX 018237	PLCX 018479	PLCX 019086	PLCX 019538
PLCX 018240	PLCX 018528	PLCX 019095	PLCX 019557
PLCX 018241	PLCX 018538	PLCX 019096	PLCX 019562
PLCX 018244	PLCX 018543	PLCX 019097	PLCX 019581

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PLCX 019585	PLCX 020315	PLCX 020764	PLCX 022048
PLCX 019593	PLCX 020319	PLCX 020776	PLCX 022050
PLCX 019611	PLCX 020320	PLCX 020778	PLCX 022074
PLCX 019615	PLCX 020328	PLCX 020781	PLCX 022098
PLCX 019616	PLCX 020329	PLCX 020791	PLCX 022138
PLCX 019620	PLCX 020330	PLCX 020795	PLCX 022160
PLCX 019633	PLCX 020355	PLCX 020796	PLCX 022174
PLCX 019651	PLCX 020360	PLCX 020799	PLCX 022184
PLCX 019657	PLCX 020365	PLCX 020801	PLCX 022339
PLCX 019658	PLCX 020367	PLCX 020804	PLCX 022384
PLCX 019661	PLCX 020380	PLCX 020807	PLCX 022389
PLCX 019663	PLCX 020384	PLCX 020811	PLCX 022415
PLCX 019689	PLCX 020395	PLCX 020812	PLCX 022428
PLCX 019691	PLCX 020397	PLCX 020825	PLCX 022460
PLCX 019717	PLCX 020398	PLCX 020839	PLCX 022466
PLCX 019737	PLCX 020399	PLCX 020851	PLCX 022467
PLCX 019742	PLCX 020404	PLCX 020865	PLCX 022468
PLCX 019744	PLCX 020412	PLCX 020920	PLCX 022469
PLCX 019757	PLCX 020417	PLCX 020926	PLCX 024485
PLCX 019780	PLCX 020418	PLCX 020932	PLCX 022487
PLCX 019781	PLCX 020440	PLCX 020944	PLCX 022504
PLCX 019840	PLCX 020441	PLCX 020951	PLCX 022518
PLCX 019841	PLCX 020455	PLCX 020974	PLCX 022521
PLCX 019846	PLCX 020465	PLCX 020981	PLCX 022523
PLCX 019863	PLCX 020466	PLCX 020989	PLCX 022524
PLCX 019869	PLCX 020468	PLCX 020993	PLCX 022527
PLCX 019874	PLCX 020471	PLCX 021043	PLCX 022528
PLCX 019897	PLCX 020476	PLCX 021046	PLCX 022532
PLCX 019898	PLCX 020480	PLCX 021064	PLCX 022548
PLCX 019906	PLCX 020489	PLCX 021076	PLCX 022554
PLCX 019911	PLCX 020498	PLCX 021077	PLCX 022600
PLCX 019942	PLCX 020501	PLCX 021079	PLCX 022719
PLCX 019950	PLCX 020530	PLCX 021134	PLCX 022720
PLCX 019972	PLCX 020544	PLCX 021139	PLCX 022725
PLCX 019974	PLCX 020559	PLCX 021164	PLCX 022731
PLCX 019977	PLCX 020568	PLCX 021203	PLCX 022774
PLCX 019992	PLCX 020569	PLCX 021215	PLCX 022782
PLCX 019996	PLCX 020573	PLCX 021222	PLCX 022786
PLCX 019998	PLCX 020584	PLCX 021224	PLCX 022798
PLCX 020176	PLCX 020614	PLCX 021226	PLCX 022799
PLCX 020177	PLCX 020621	PLCX 021229	PLCX 022816
PLCX 020180	PLCX 020629	PLCX 021232	PLCX 022862
PLCX 020246	PLCX 020633	PLCX 021735	PLCX 022881
PLCX 020253	PLCX 020651	PLCX 021743	PLCX 022884
PLCX 020256	PLCX 020655	PLCX 021857	PLCX 022923
PLCX 020269	PLCX 020683	PLCX 021871	PLCX 022946
PLCX 020275	PLCX 020732	PLCX 021872	PLCX 022977
PLCX 020289	PLCX 020733	PLCX 021876	PLCX 022979
PLCX 020297	PLCX 020762	PLCX 021892	PLCX 022999
PLCX 020313	PLCX 020763	PLCX 022035	PLCX 023034

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PLCX 023043
PLCX 023047
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PLWX 016014
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PLWX 023296
PLWX 023303
PLWX 023308
PLWX 023313

PTLX 014017
PTLX 014025
PTLX 014026
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PTLX 014048