

2-043A043

ITEL

February 11, 1992

Itel Rail Corporation

550 California Street
San Francisco, CA 94104
(415) 984-4200

Hon. Sidney L. Strickland, Jr., Esq.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

9/168-0
RECORDED
FILED

FEB 12 1992 -3 40 PM

INTERSTATE COMMERCE COMMISSION

Re: **Amendment to Lease Agreement**

Dear Mr. Strickland:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$16 recordation fee.

Please record the Amendment under the Lease Agreement dated July 1, 1975, between Itel Rail Corporation, successor to SSI Rail Corp., and The Ahnapee and Western Railway Company, as assignee of Green Bay and Western Railroad Company, which was filed with the ICC on April 26, 1978, under Recordation No. 9168.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Lessor)
550 California Street
San Francisco, California 94104

The Ahnapee and Western Railway Company (Lessee)
P. O. Box 2507
Green Bay, Wisconsin 54306

This Amendment deletes from the Lease Agreement the first three sentences of Subsection 3.B.

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

Interstate Commerce Commission
Washington, D.C. 20423

2/14/92

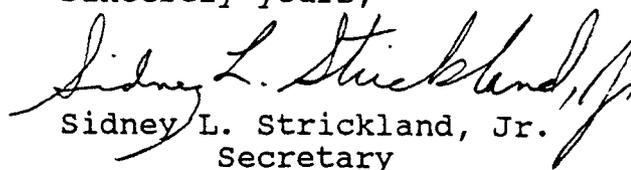
OFFICE OF THE SECRETARY

Patricia Schumacker
Legal Assistant
Itel Rail Corporation
550 California Street
San Francisco, California 94104

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 2/12/92 at 3:10pm, and assigned recordation number(s). 9168-O,16285-D,16199-B & 10362-V

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

9168-0
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AMENDMENT TO LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT to that certain Lease Agreement (the "Agreement") made as of July 1, 1975, as amended, between **ITEL RAIL CORPORATION**, as successor in interest to SSI Rail Corp., as lessor ("Lessor") and **AHNAPEE AND WESTERN RAILWAY COMPANY**, as assignee of Hartford and Slocomb Railroad Company, as lessee ("Lessee"), is made on January 15, 1992.

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. Effective January 1, 1992, the first three sentences of Subsection 3.B. of the Agreement are deleted from the Agreement.
3. Except as expressly modified by this or any other Amendment, all terms and provisions of the Agreement shall remain in full force and effect with respect to all Cars subject to the Agreement.
4. This Amendment may be executed by the parties hereto in four counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

Each party, pursuant to due corporate authority, has caused this Amendment to Lease Agreement to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Amendment to Lease Agreement was the free act and deed of the corporation, the foregoing is true and correct and that this Amendment to Lease Agreement was executed on the date indicated below.

ITEL RAIL CORPORATION

AHNAPEE AND WESTERN RAILWAY COMPANY

By: *Winfred A. Smith*
 Title: V. P. SALES
 Date: 1/17/92

By: *M. Rowdy*
 Title: PRESIDENT
 Date: 1/21/92