

10129-A

ITEL

RECORDATION NO. 10129-A Filed 1425

Rail Division

Two Embarcadero Center
San Francisco, California 94111
(415) 955-9090
Telex 34234

DEC 21 1979 - 12 35 PM
INTERSTATE COMMERCE COMMISSION

December 18, 1979

9-355A047

DEC 21 1979
Date DEC 21 1979
Fee \$ 10.00

The Honorable A. L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D.C.

Dear Madam:

Enclosed for filing with and recording by the Interstate Commerce Commission are one original and four counterparts of Amendment No. 1 dated December 18, 1979 to that certain Lease Agreement dated July 26, 1978 between ITEL Corporation, Rail Division, Two Embarcadero Center, San Francisco, California, 94111 and Minnesota, Dakota and Western Railway Company, One Jefferson Square, Boise, Idaho, 83707.

The foregoing Lease Agreement was filed with the Interstate Commerce Commission on February 22, 1979 at 11:40 a.m. and assigned recordation number 10129.

Also enclosed is this company's check payable to the Interstate Commerce Commission in the sum of \$10.00, being the prescribed fee for filing and recording this document.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to Mr. Charles Kappler, Esq. of Alvord and Alvord, who will be delivering this letter on our behalf.

Sincerely,

M. Bristow

Michael Bristow
Counsel

MB/rcs
Enclosure

RECEIVED
DEC 21 12 33 PM '79
I.C.C.
FEE OPERATION BR.

Open Report - C.T. Koppeler

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

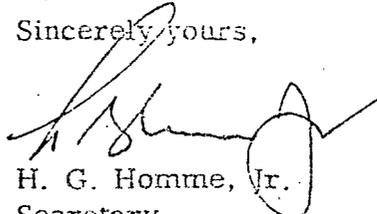
Michael Bristow
Rail Division
Two Embarcadero Center
San Francisco, California 94111

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 12/21/79 at 12:35PM, and assigned recordation number(s).

10682-B & 10129-A.

Sincerely yours,



H. G. Homme, Jr.
Secretary

Enclosure(s)

SE-30
(3/79)

DEC 21 1979 - 12 35 PM

AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 (the "Amendment") dated as of December 18, 1979, between ITEL CORPORATION, a Delaware corporation, acting through its Rail Division ("Itel Rail") as Lessor, and MINNESOTA, DAKOTA AND WESTERN RAILWAY COMPANY, a Minnesota corporation ("Lessee") as Lessee.

WITNESSETH:

WHEREAS, Itel Rail and Lessee are parties to a lease dated as of July 26, 1978 (the "Lease") pursuant to which a number of boxcars described therein have been delivered by Itel Rail to Lessee;

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

1. All terms defined in the Lease shall have the defined meanings when used in this Amendment.
2. Schedule D to the Lease referencing Boxcars bearing the reporting marks MDW 8000-8049 is hereby deleted in its entirety.
3. Except as expressly modified by this Amendment, all the terms and provisions of the Lease shall remain in full force and effect.
4. 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 CORPORATION, RAIL DIVISION

MINNESOTA, DAKOTA AND WESTERN RAILWAY COMPANY

BY: *William S. Peters*

OKHS BY: *Robert A. Schwarz*

TITLE: *Vice President Marketing*

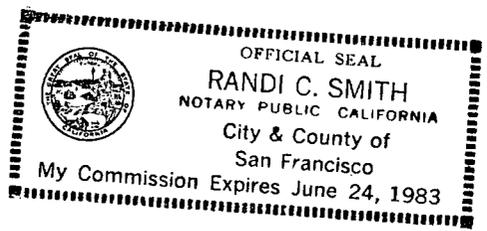
TITLE: President

DATE: December 18, 1979

DATE: December 19, 1979

STATE OF California)
COUNTY OF San Francisco)

On this 18th day of December, 1987, before me personally appeared Allen J. Peterson, to me personally known, who being by me duly sworn says that such person is V.P. Martetny of ITEL Corporation, Rail Division, that the foregoing Amendment 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.



Randi C. Smith
Notary Public

STATE OF Idaho)
COUNTY OF Ada)

On this 19 day of December, 1987, before me personally appeared Robert H. Schwarz, to me personally known, who being by me duly sworn says that such person is President of Minnesota, Dakota and Western Railway Company, that the foregoing Amendment 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.

Carl [Signature]
Notary Public