RECORDATION NO. 8904-O Filed 1425

SEP 28 1983 · 9 10 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8904-P Filed 1425

SEP 28 1983 · 9 10 AM

INTERSTATE COMMERCE COMMISSION

**ITEL RAIL**

55 Francisco
San Francisco, California 94133
(415) 955-9090
Telex 34234

RECEIVED
SEP 28 9 03 AM '83
I.C.C.
FEE OPERATION BR.

No. 3-271A032
Date SEP 28 1983
Fee $ 20.00
ICC Washington, D. C.

August 31, 1983

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Corporation for filing and recordation under the Lease Agreement dated as of June 17, 1977, between Itel Corporation and the City of New Orleans, doing business through the Public Belt Railroad Commission for the City of New Orleans as the New Orleans Public Belt Railroad, which was filed on July 26, 1977 at 9:15 A.M. and given recordation number 8904, four counterparts of the following documents:

1. Assignment Agreement dated as of May 15, 1982 by and between Itel Corporation, Rail Division and Union-Tidewater Financial Company, Inc.

2. First Amendment to Assignment Agreement dated as of December 20, 1982 by and between Itel Corporation, Rail Division and Union-Tidewater Financial Company, Inc.

The names and addresses of the parties to the aforementioned Assignment are:

1. Union-Tidewater Financial Company, Inc.
   207 E. Redwood Street, P.O. Box 2373
   Baltimore, Maryland 21203

2. Itel Corporation, Rail Division
   55 Francisco, 7th Floor
   San Francisco, California 94133

The equipment covered by this Assignment and Amendment is ninety-nine (99) 50 ft. boxcars, A.A.R. mechanical designation XM, bearing reporting marks from within the sequence NOPB 4300 - NOPB 4498.

Also enclosed is a check in the amount of $20.00 for the required recording fees.

Please stamp all counterparts of the enclosed Assignment and Amendment with your official recording stamp. You will wish to retain one (1) counterpart of each document for your files; it is requested that the remaining three (3) counterparts be returned to Itel Rail, attention Ms. Linda Lawrence, at the above listed address. Thank you.

Sincerely,

Paul L. Loveday

Paul L. Loveday
Senior Counsel

/ma
Enclosures

L-0366

EXHIBIT A

EQUIPMENT SCHEDULE NO. 8A

Itel Corporation, Rail Division hereby leases the following Cars to New Orleans Public Belt Railroad subject to the terms and conditions of that certain Lease Agreement dated as of June 17, 1977.

| A.A.R. Mech. Desig. | Description | Numbers | Dimensions Length | Inside Width | Height | Doors Width | No. of Cars |
|---|---|---|---|---|---|---|---|
| XM | 50' Plate C Boxcars, Nailable Steel Floor, Sliding Ten Foot Long, End of Car Cushioning | NOPB 4300-4304<br>4308-4309<br>4311-4322<br>4324-4327<br>4330-4331<br>4333-4340<br>4342-4344<br>4346-4347<br>4349-4354<br>4356-4361<br>4363-4378<br>4387-4389<br>4397, 4401<br>4407-4408<br>4410, 4431<br>4436, 4438<br>4440, 4442<br>4445<br>4449-4451<br>4457, 4465<br>4468<br>4470-4471<br>4474, 4478<br>4480-4481<br>4485-4486<br>4488, 4490<br>4496-4498 | 50'6" | 9'6" | 11'2" | 10' | 99 |

ITEL CORPORATION, RAIL DIVISION

BY: Edward M. Quinn

TITLE: President

DATE: 1-5-83

NEW ORLEANS PUBLIC BELT RAILROAD

BY: [illegible]

TITLE: General Manager

DATE: 12-30-82

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

On this 31st day of JANUARY, 1983 before me personally appeared Edward M. O'Dea to me personally known, who being by me duly sworn says that such person is President of Itel Corporation, Rail Division, that the foregoing First Amendment to Assignment Agreement 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

My Commission Expires:

OFFICIAL SEAL
RANDI C. SMITH
NOTARY PUBLIC CALIFORNIA
City & County of
San Francisco
My Commission Expires June 24, 1983

STATE OF MARYLAND )
) ss:
COUNTY OF BALTIMORE )

On this 4th day of MARCH, 1983, before me personally appeared Thomas B. Howard to me personally known, who being by me duly sworn says that such person is Treasurer of Union-Tidewater Financial Company, that the foregoing First Amendment to Assignment Agreement 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.

Earl L. Tyson
Notary Public

My Commission Expires: July 1, 1986