

SECOND AMENDMENT TO THE SUBLEASE AGREEMENT  
DATED AS OF FEBRUARY 1, 1985, AMENDING  
THE SUBLEASE AGREEMENT DATED  
SEPTEMBER 14, 1984

This Second Amendment to the Sublease Agreement, dated as of February 1, 1985 (the "Second Sublease Amendment"), by and between the INTERMODAL CONTAINER TRANSFER FACILITY JOINT POWERS AUTHORITY, a joint powers authority created by The City of Los Angeles and The City of Long Beach in accordance with the laws of the State of California ("Authority") and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Corporation"),

W I T N E S S E T H :

WHEREAS, Authority and Corporation have entered into a Sublease Agreement dated September 14, 1984 (the "Sublease"); and

WHEREAS, Authority and Corporation have entered into the First Amendment to the Sublease Agreement dated October 9, 1984 (the "First Sublease Amendment"); and

WHEREAS, Authority, Corporation and the City of Carson, a municipal corporation duly organized and existing under the Constitution and laws of the State of California, have entered into an Agreement dated as of December 3, 1984 (the "Carson Agreement"); and

WHEREAS, Authority and Corporation desire to further amend certain provisions of the Sublease on the terms and conditions hereinafter set forth in order to incorporate the rights and obligations of Authority and Corporation as set forth in the Carson Agreement and in a Letter Agreement dated December 10, 1984, by and between Authority and Corporation (the "Letter Agreement") (attached hereto as an appendix and made a part hereof); and

WHEREAS, the Deed of Trust executed by Corporation, in connection with the Sublease, requires that the Trustee, as beneficiary thereunder, must consent to all amendments to the Sublease; and

WHEREAS, the Trustee has consented to the terms of this Second Sublease Amendment, which consent is evidenced by the signature of an authorized officer of the Trustee affixed hereto:

H. References. References herein to a section, paragraph, or subparagraph are to the sections, paragraphs, and subparagraphs of this Agreement.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date to the left of their signature.

THE CITY OF CARSON

Dated Dec 12, 1984

By *Ray A. Calas*  
Mayor - City of Carson  
/s/ Ray A. Calas

Attest *Helen S. Kawagoe*  
City Clerk - City of Carson  
/s/ Helen S. Kawagoe

Approved as to form

*Glenn R. Watson*  
City Attorney - City of Carson  
/s/ Glenn R. Watson

INTERMODAL CONTAINER TRANSFER  
FACILITY JOINT POWERS AUTHORITY

Dated Dec 11, 1984

By *Jack L. Wells*  
/s/ Jack L. Wells, Executive Director,  
ICTF/JPA

Attest *Gerald Swan*  
/s/ Gerald Swan, Special  
Counsel ICTF/JPA

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

Dated DEC 10 1984

By *D.K. McNear*  
/s/ D.K. McNear CHAIRMAN - Southern  
Pacific Trans. Co.

Attest *V.V. Xavier*  
/s/ V.V. Xavier Secretary - Southern  
Pacific Trans. Co.