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No. *9-040 AP31*

Date.....

Fee \$ *10.00*

ICC Washington, D. C.

February 6, 1979

RECORDATION NO. *9929-A* Filed 1425

The Secretary
Interstate Commerce Commission
Washington, D.C. 20423

FEB 9 1979-1 25 PM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Enclosed for recordation under Section 11303 of Title 49 of the United States Code, as amended, are the original and five (5) counterparts of Supplement No. 1 dated as of February 7, 1979, to that certain Equipment Trust Agreement dated as of December 1, 1978, between Bankers Trust Company as Trustee and Itel Corporation recorded on December 21, 1978 at 9:00 a.m. and assigned recordation No. 9929.

The general description of the railroad equipment covered by the enclosed Supplement No. 1 is set forth as follows:

Units of Trust Equipment - Eighty (80)

Trust Equipment Description - 70-ton, 50' OSS Boxcars,
AAR Mechanical Designation XM

Road Numbers CBLT 7770-7849 (both inclusive)

The names and addresses of the parties to the Equipment Trust Agreement and the enclosed Supplement No. 1 thereto are as follows:

Bankers Trust Company
One Bankers Trust Plaza
New York, New York 10006
Attention: Corporate Trust Division

Itel Corporation
Rail Division
Two Embarcadero Center
San Francisco, California 94111
Attention: President, Rail Division

The undersigned consents to the above Supplement No. 1 to Equipment Trust Agreement and has knowledge of the matters set forth in the enclosed documents.

ONE EMBARCADERO CENTER
SAN FRANCISCO
CALIFORNIA 94111
(415) 955-0000

Counterpart - Gold Hammer

February 6, 1979

ICC

Page 2

Please return the original and three (3) copies of the Supplement No. 1 to Equipment Trust Agreement to:

Laurent Alpert, Esq.
Cleary, Gottlieb, Steen & Hamilton
One State Street
New York, New York 10004

or to the delivering messenger of Mr. Alpert's law firm, who will wait.

Enclosed is a check for \$10.00 covering the required recording fee.

Very truly yours,



Paul M. Willard
Counsel

PMW:jmz

encls.

Interstate Commerce Commission
Washington, D.C. 20423

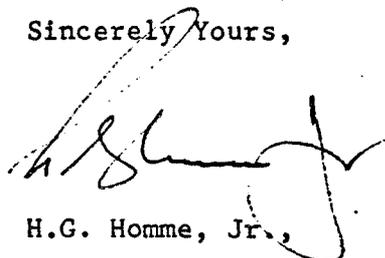
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.,
ITEL Corporation
Two Embarcadero Center
San Francisco, California 94111

Dear Mr. Harrison:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on February 9, 1979 at 1:25 PM , and assigned recordation number(s) 8798-F and 9929-A

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

FEB 9 1979 -1 25 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1 TO EQUIPMENT TRUST AGREEMENT**DATED AS OF DECEMBER 1, 1978**

SUPPLEMENT NO. 1 dated as of February 7, 1979, to Equipment Trust Agreement dated as of December 1, 1978 (hereinafter called the Equipment Trust Agreement), between Bankers Trust Company, as Trustee (hereinafter called the Trustee), and Itel Corporation, a Delaware corporation (hereinafter called Itel).

WHEREAS the parties hereto are parties to the Equipment Trust Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. S 11303 on December 21, 1978, recordation number 9929;

WHEREAS Itel desires to assign and transfer additional Equipment to the Trustee (as defined in the Equipment Trust Agreement); and

WHEREAS Sections 3.01 and 4.03 of the Equipment Trust Agreement authorize the assignment and transfer of such additional Equipment to the Trustee by supplement to the Equipment Trust Agreement executed by the Trustee and by Itel and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. S 11303;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

SECTION 1. Schedule A of the Equipment Trust Agreement is amended by adding thereto the Equipment described in Annex A attached hereto.

SECTION 2. Except as hereinabove specifically set forth, the Equipment Trust Agreement shall remain in full force and effect as when executed.

**BANKERS TRUST COMPANY,
as Trustee**

By


Assistant Vice President

(Seal)

Attest:


Assistant Secretary

ITEL CORPORATION

By Edward P. Schneider
Authorized Officer

[CORPORATE SEAL]

Attest:

Herbert H. Howerston
Authorized Officer

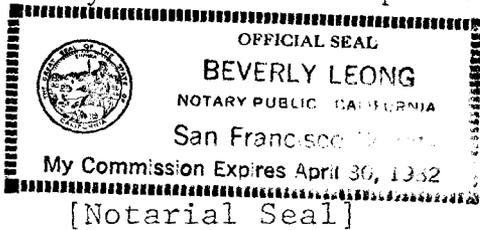
ANNEX A

| Lessee | Units of Trust Equipment | Road Numbers | Trust Equipment Description |
|--|-----------------------------|----------------------------------|--|
| Camino, Placerville & Lake Tahoe Railroad | 80 | CPLT 7770-7849 Both Inclusive | 70-ton, 50' 6" OSS Boxcars, nailable steel floor, cushion under- frame, offset doors, AAR Mechanical Desig- nation XM |

STATE OF CALIFORNIA)
)
CITY AND COUNTY OF SAN FRANCISCO) ss.

On this *6th* day of February, 1979, before me personally appeared Edward P. Schneider, to me personally known, whom, being by me duly sworn, says that he is Vice President-Treasurer of ITEL Corporation, Rail Division, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation and that the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:



Beverly Leong
Notary Public

