



9-022A924

No.
 Date JAN 22 1979
 Fee \$10.00

RECORDATION NO. 9932-B Filed 1425

ICC Washington, D. C

JAN 22 1979 - 1 32 PM
 INTERSTATE COMMERCE COMMISSION

January 22, 1979

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

Supplement No. 2 to Equipment Trust Agreement
 dated as of November 1, 1978, between
 Citibank, N.A., as Trustee, and Itel Corporation
 recorded with the ICC on December 22, 1978,
 Recordation No. 9932

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C.
 § 11303 is Supplement No. 2 dated as of January 15, 1979, to
 an Equipment Trust Agreement dated as of November 1, 1978,
 relating to the issuance of the Equipment Trust Certificates,
 1978 Series 3, of Itel Corporation. The parties to the
 enclosed Supplement are:

Itel Corporation,
 Two Embarcadero Center,
 San Francisco, California 94111

and

Citibank, N.A.,
 111 Wall Street,
 New York, N. Y. 10043

Please record one of the six enclosed copies and
 stamp the other five copies and the copy of this letter
 enclosed herewith with the recordation data and return such
 copies to the delivering messenger who will wait. A check
 in the amount of \$10 is enclosed in payment of the applicable
 recording fee.

Very truly yours,

Edward P. Schneider

Edward P. Schneider,
 Vice President, Treasurer,
 Itel Corporation, Rail Division

Encls.

Handwritten signature: Edward P. Schneider

RECORDATION NO. *9932-B* Filed 1425

JAN 22 1979-1 30 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2 TO EQUIPMENT TRUST AGREEMENT
DATED AS OF NOVEMBER 1, 1978

SUPPLEMENT NO. 2 dated as of *January 15*, 1979, to Equipment Trust Agreement dated as of November 1, 1978 (hereinafter called the Equipment Trust Agreement), between CITIBANK, N.A., 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. § 11303 on December 22, 1978, recordation number 9932;

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

WHEREAS Section 4.03 of the Equipment Trust Agreement authorizes 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. § 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 Agree-

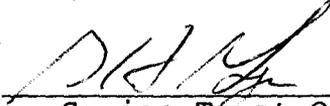
ment is amended by adding thereto the Equipment described in Annex I attached hereto.

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

SECTION 3. The provisions of this Supplement No. 2, and all the rights and obligations of the parties hereunder, shall be governed by the laws of the State of New York.

CITIBANK, N.A., as Trustee,

by


Senior Trust Officer

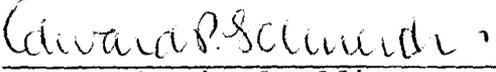
[Seal]

Attest:


Trust Officer

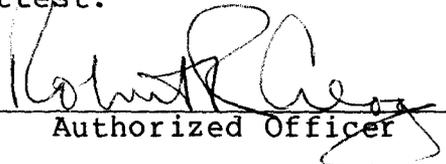
ITEL CORPORATION,

by


Authorized Officer

[Corporate Seal]

Attest:


Authorized Officer

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 15th day of January, 1979, before me personally appeared Edward P. Schneider, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of ITEL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its By-laws and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission expires

Charles A. De Palma
Notary Public

CHARLES S. DePALMA
Notary Public, State of New York
No. 31-5930695
Qualified in New York County
Commission Expires March 30, 1980

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 15th day of January, 1979, before me personally appeared G. H. GREGOR, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of CITIBANK, N.A., a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.

[Notarial Seal]

My Commission expires

Alice H. Shaw
Notary Public

ALICE H. SHAW
Notary Public, State of New York
No. 24-4646218
Qualified in Kings County
Term Expires March 30, 1979

ANNEX I

<u>Lessee</u>	<u>Units of Trust Equipment</u>	<u>Road Numbers</u>	<u>Trust Equipment Description</u>
Valley & Siletz Railroad Company	150	VS 2000-2149	100-ton, 50'6" Boxcars with 8' sliding doors and 15" end-of-car cushioning, AAR Mechanical Designation XM.
New Orleans Public Belt Railroad	275	NOPB 3500-3774	70-ton, 50'6" Boxcars with 10' sliding doors and nailable steel floor, AAR Mechanical Designation XM.
Camino, Placerville, Lake Railroad Company	20	CPLT 7750-7769	70-ton, 50'7" Boxcars with 8' offset double doors and nailable steel floors, AAR Mechanical Designation XM.
Arcata & Mad River Railroad Company	2	AMR 1000-1001	70-ton, 50'7" Boxcars with 8' offset double doors and nailable steel floor, AAR Mechanical Designation XM.
New Orleans Public Belt Railroad	100	NOPB 101000 NOPB 101002 NOPB 101004 NOPB 101007 NOPB 101008 NOPB 101010-101012 NOPB 101014-101019 NOPB 101021-101034 NOPB 101037-101040 NOPB 101042-101046 NOPB 101048-101052 NOPB 101054-101065 NOPB 101069-101080 NOPB 101082-101083 NOPB 101087-101091 NOPB 101093-101100 NOPB 101102 NOPB 101106-101111	70-ton, 89'4" Flatcars for trailer and container service, AAR Mechanical Designation FC. NOPB 101113 NOPB 101116 NOPB 101128 NOPB 101131-101133 NOPB 101136-101137 NOPB 101150-101153