



Transportation Services Group

Two Embarcadero Center
San Francisco, California 94111

Edward P. Schneider
Vice President and Treasurer

(415) 955-0266
Cable ITELCONT
340867
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470332

RECORDATION NO. 9932-8 Filed ~~Telex~~ domestic international

MAY 29 1979 - 4 10 PM

May 29, 1979

INTERSTATE COMMERCE COMMISSION

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

9-149A069
Date MAY 29 1979
10

Supplement No. 4 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. 4 dated as of May 29, 1979, relating to the issuance of the Equipment Trust Certificates, 1978 Series 3, of Itel Corporation. The parties to the enclosed Supplement are:

Itel Corporation, [redacted]
Two Embarcadero Center
San Francisco, California 94111

and

Citibank, N.A., as Trustee
111 Wall Street
New York, New York 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,
Vice President, Treasurer
Itel Corporation,
Transportation Services Group

RECEIVED
MAY 29 4 02 PM '79
I.C.C.
FEE OPERATION DR.

9932-D

RECORDATION NO. 9932 Filed 1425

SUPPLEMENT NO. 4 TO EQUIPMENT TRUST AGREEMENT DATED AS OF NOVEMBER 1, 1978

NOV 29 1979 - 4 10 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 4 dated as of May 29, 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 (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;

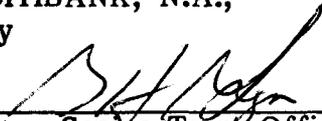
NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

SECTION 1. Schedule A of the Equipment Trust Agreement is amended by adding thereto the Equipment described in Annex 1 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. 4, and all rights and obligations of the parties hereunder, shall be governed by the laws of the State of New York.

CITIBANK, N.A.,
by



Senior Trust Officer

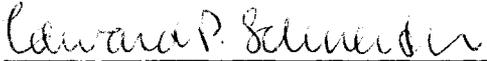
Attest:



Senior Trust Officer

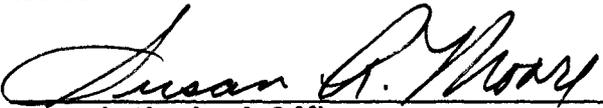
ITEL CORPORATION,

by



Authorized Officer

Attest:



Authorized Officer

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

On this 22nd day of May, 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.



Beverly Leong
Notary Public

My Commission expires

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 25 day of MAY, 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.

Enzo L. Carbone
Notary Public

My Commission Expires

ENZO L. CARBONCI
Notary Public, State of New York
No. 43-560595
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 20, 1980

ANNEX I

<u>Lessee</u>	<u>Units of Trust Equipment</u>	<u>Road Numbers</u>	<u>Trust Equipment Description</u>
Rahway Valley Railroad Company	25	✓ RV 1000-1024	50'6" 70-ton boxcars w/centered single 10' sliding doors AAR Mechanical Designation XM
Green Bay & Western Railroad Company	50	✓ GBW 7000-7049	50'6", 70-ton boxcars w/centered single 10' sliding doors, AAR Mechanical Designation XM
New Orleans Public Belt Railroad	125	✓ NOPB 3975-4099	50'6", 70-ton boxcars w/centered single 10' sliding doors, AAR Mechanical Designation XM
East Camden & Highland Railroad Company	150	✓ EACH 4001-4150	60'10", 100-ton boxcars w/centered single 12' plug doors, AAR Mechanical Designation XM
East Camden & Highland Railroad Company	150	✓ EACH 2351-2500	50'6", 100-ton boxcars w/centered single 12' plug doors, AAR Mechanical Designation XM

<u>Lessee</u>	<u>Units of Trust Equipment</u>	<u>Road Numbers</u>	<u>Trust Equipment Description</u>
Cadiz Railroad	17	✓ CAD 1100-1116	50'6", 70-ton boxcars w/centered single 10' sliding doors, AAR Mechanical Designation XM
Erie Western Railway	50	✓ ERES 250050-250099	TOFC/COFC, 70-ton 89'4" flatcars, AAR Mechanical Designation FC