

①



# MANUFACTURERS HANOVER TRUST COMPANY

No. ~~207155~~

350 PARK AVENUE, NEW YORK, N. Y. 10022

Date **JUL 26 1979**

Fee \$ 20.00

RECORDATION NO. 10666-A Filed 1425

July 25, 1979

ICC, Washington, D. C.

The Honorable H.G. Honne

Secretary

Interstate Commerce Commission

Washington, D.C. 20423

**JUL 26 1979 - 10 00 AM**

INTERSTATE COMMERCE COMMISSION

Re: Itel Corporation

Cross index  
under 8654

Dear Sir:

Enclosed are eight executed counterparts of Security Agreement Supplement No. 1 ("Supplement") to the Security Agreement, dated July 20, 1979 ("Security Agreement") made and delivered by Itel Corporation, having its principal place of business at One Embarcadero Center, San Francisco, California 94111, to, in favor of and for the benefit of Manufacturers Hanover Trust Company, with an office at 350 Park Avenue, New York, New York 10022, as agent for the ratable benefit of the lenders described therein.

The Security Agreement was filed at 8:45 A.M. on July 25, 1979 under recordation number 10666.

The railway equipment covered by the Supplement is as follows:

Two (2) 70-ton, 50'6" Boxcars, AAR mechanical designation "XM" bearing the identifying numbers CAD 1148 and 1149.

The lease covered by the Supplement is dated November 10, 1976 with Cadiz Railroad Company as lessee.

*This one will be under 10666-A*  
*Charles E. Leonard*

RECEIVED  
I.C.C.  
OPERATION BR.

JUL 26 9 55 AM '79

RECEIVED

July 25, 1979

Said lease was filed at 2:05 P.M. on January 10, 1977 under recordation number 8654.

The undersigned requests that you index the Supplement against the Security Agreement (Recordation No. 10666) and <sup>*cross index*</sup> against the lease (Recordation No. 8654) described above.

Also enclosed is a check in the amount of the applicable recording fee <sup>*and for cross indexing (total \$20.00)*</sup>

Please stamp and return six of the enclosed counterparts to Allen Harrison, Esq. of Wilmer, Cutler & Pickering, 1666 K Street N.W., Washington, D.C.

MANUFACTURERS HANOVER TRUST COMPANY,  
as Agent

By Michael P. Zaroll  
Title:

Encs.

**Interstate Commerce Commission**  
Washington, D.C. 20423

7/26/79

OFFICE OF THE SECRETARY

Allen Harrison, Esq.  
Wilmer, Cutler & Pickering  
1666 K. Street, N.W.  
Washington, D.C.

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/26/79 at 10:00am, and assigned re-  
recording number(s). 10666-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 20666-A Filed 1425

JUL 28 1979 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 1

SECURITY AGREEMENT SUPPLEMENT, dated July 25, 1979, made and delivered by ITEL CORPORATION, a Delaware corporation (the "Company"), having its principal place of business at One Embarcadero Center, San Francisco, California 94111 to, in favor of and for the benefit of Manufacturers Hanover Trust Company, as agent (in such capacity, the "Agent") for the ratable benefit of the Lenders (as defined in the Security Agreement referred to below);

W I T N E S S E T H :

1. This Security Agreement Supplement is executed and delivered pursuant to the terms of the Security Agreement, dated July 20, 1979 (as the same has heretofore and may hereafter be supplemented, modified or amended, the "Security Agreement"), made by the Company, to, in favor of and for the benefit of the Agent for the ratable benefit of the Lenders and pursuant to the terms of the Restructuring Agreement and Overrun Agreement referred to therein. The defined terms in the Security Agreement are used herein with their defined meanings.

2. The Company hereby confirms and reaffirms the security interest in the Collateral granted to the Agent for the benefit of each Lender under the Security Agreement and hereby pledges, mortgages, transfers, assigns and conveys to the Agent for the ratable benefit of the Lenders a continuing Lien on and security interest in and to the Railcars listed on Schedule I annexed hereto, the Lease described on said Schedule I to the extent it relates to such Railcars and any and all Proceeds of any of the foregoing, and hereby represents and warrants that the representations and warranties set forth in paragraph 4 of the Security Agreement are true and correct on the date hereof and, in particular but without limiting the generality of the foregoing, with respect to the Collateral further described in said Schedule I. Schedule I annexed hereto is supplemental to and amends Schedule I annexed to the Security Agreement.

3. This Security Agreement Supplement shall be construed as supplemental to the Security Agreement and shall form a part thereof, and, in addition to the grant of the Lien and security interest provided for in this Security Agreement Supplement, is intended to confirm, ratify and approve the security interest in the Collateral which was granted to the Agent pursuant to, and at the time of the execution and delivery of, the Security Agreement.

IN WITNESS WHEREOF, the Company and the Agent have, by their duly authorized officers, executed and delivered this Security Agreement Supplement on the day and year first above written.

ITEL CORPORATION

By

*E. C. Loh U*  
Title: *Assistant Secretary*

(SEAL)

MANUFACTURERS HANOVER TRUST  
COMPANY, as Agent

By

*Michael P. Zarelli*  
Title: *Vice President*

(SEAL)

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

On this 25<sup>th</sup> day of July, 1979, before me personally appeared E.C. Hall, to me personally known, who being by me duly sworn, says that he is the Assistant Secretary of ITEL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that 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.

(SEAL)

  
 Notary Public

**CAROL BERGER**  
 Notary Public, State of New York  
 No. 41-4687305  
 Certificate Filed in New York City  
 Commission Expires March 30, 1980

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

On this 25<sup>th</sup> day of July, 1979, before me personally appeared Michael P. Zarrilli, to me personally known, who being by me duly sworn, says that he is a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that 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.

(SEAL)

  
 Notary Public

**FRANCES J. SCARANO**  
 Notary Public, State of New York  
 No. 41-8781220 Queens County  
 Certificate filed in New York County  
 Term Expires March 30, 1980

Schedule I to Security  
 Agreement Supplement No. 1

PART C

	<u>Lessee</u>	<u>Units</u>	<u>Road Numbers</u>	<u>Description</u>
1.	Cadiz Railroad Company	2	CAD 1148 and 1149	70-ton, 50'6" Boxcars, AAR Mechanical Designation "XM"

PART D

I. RAILCARS

	<u>Lessee</u>	<u>Date of Lease</u>	<u>Interstate Commerce Commission filing data</u> <u>Hour and Date</u>	<u>Recordation No.</u>
1.	Cadiz Railroad Company	November 10, 1976	January 10, 1977 (2:05 P.M.)	8654