

# ITEL

January 15, 1986

## Itel Rail Corporation

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

RECORDATION NO. 14774-C Filed 146

FEB 05 1986 -2 30 PM

Honorable James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

*\$10.00 filing fee*

Dear Mr. Bayne:

Pursuant to 49 USC Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Rail Corporation, for filing and recordation under the Lease Agreement dated as of September 24, 1984 between Itel Rail Corporation and North Louisiana and Gulf Railroad Company which was filed with the ICC on August 18, 1985 and given ICC Recordation No. 14774, four (4) counterparts of the following document:

*check this will be 14774-C*

Consent by Sole Holder of Itel Corporation, Itel Rail Corporation, 1978 Series 4 Equipment Trust Certificates to North Louisiana and Gulf Railroad Company

The name and address of the party to the aforementioned is:

1. The Travelers Insurance Company  
One Tower Square  
Hartford, Connecticut

The <sup>within the period</sup> equipment covered by this consent is fifty (50) boxcars which will be remarked from ASAB 8100-8201 (n.s.) to NLG 7180-7229.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. Please retain one (1) counterpart for your files and return the remaining three (3) counterparts to the bearer of this document.

Sincerely,

*Denise M. Bottarini*

Denise M. Bottarini  
Senior Legal Assistant

DMB:ps  
Enclosures

cc: Robert S. Clark  
J. Michael Kelly  
Ginny Hanger

*6-036A023*

No. FEB 5 1986  
Date .....  
Fee \$ *10.00* .....

100 OH LINE OF  
THE STORAGE UNIT  
FEB 5 2 22 PM '86  
MOTOR CREATING UNIT

*Chandler*

14774-C

REGISTRATION NO. 14774-C FINE 1425

12/02/85

FEB 05 1986 -2 32 PM

INTERSTATE COMMERCE COMMISSION

**CONSENT BY SOLE HOLDER OF ITEL CORPORATION,  
ITEL RAIL CORPORATION, 1978 SERIES 4 EQUIPMENT TRUST CERTIFICATES  
TO NORTH LOUISIANA AND GULF RAILROAD COMPANY**

The Travelers Insurance Company ("Travelers"), a Holder of one hundred percent (100%) of the aggregate outstanding principal amount of Itel Corporation, Itel Rail Corporation 1978 Series 4 Equipment Trust Certificates, hereby approves, pursuant to the Consolidated, Amended and Restated Equipment Trust Agreement among First Security Bank of Utah, National Association, as Trustee, Itel Corporation and Itel Rail Corporation dated as of January 1, 1982 (the "Agreement"), the September 24, 1984 lease between Itel Rail Corporation ("Itel Rail") and the North Louisiana and Gulf Railroad Company ("NLG Lease") and Amendment No. 1 thereto ("Amendment No. 1") with respect to fifty (50) units of 1978 Series 4 Trust Equipment currently marked from within the Series ASAB 8100-8201 and currently subject to a lease between Atlanta and Saint Andrews Bay Railway Company and Itel Corporation, Rail Division dated as of May 5, 1978. Travelers hereby acknowledges receipt of copies of the NLG Lease and the NLG Amendment No. 1 which has been executed by the NLG.

Except as provided herein, Itel Rail shall comply with the requirements of the Agreement, including but not limited to the requirements that the NLG Lease and Amendment No. 1 be assigned to the Trustee, that originals of the NLG Lease and Amendment No. 1 be filed with the Trustee, and that the Trustee be furnished with the opinion of counsel required by section 6.07(b) of the Agreement.

The undersigned directs the Trustee to execute an appropriate Assignment with respect to the NLG Lease and Amendment No. 1 and to execute related and necessary supplements of the Agreement with respect to the marking of the boxcars.

This consent is not to be construed as applying to any Trust Equipment other than the boxcars specified above. All rights and remedies of the Trustee and Travelers under the Agreement are expressly preserved to the extent not explicitly waived. This instrument shall be deemed an amendment to the Agreement with respect to the 1978 Series 4 Equipment Trust Certificates.

**THE TRAVELERS INSURANCE COMPANY**

By: *Franz L. Pool*

Title: FRANZ L. POOL, INVESTMENT OFFICER

Date: 12-20-85

STATE OF Connecticut )  
 )ss.  
COUNTY OF Hartford )

On this 20<sup>th</sup> day of December, in the year 1985, before me, Robert  
Quinn, a Notary Public, personally appeared Frank L. Pool, personally  
known to me (or proved to me on the basis of satisfactory evidence) to be the  
person who executed the within instrument as Investment Officer or on behalf  
of the corporation therein named and acknowledged to me that the corporation  
executed it.

  
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NOTARY PUBLIC, STATE OF

MY COMMISSION EXPIRES MARCH 31, 1989