WILMER, CUTLER & PICKERING
1666 K STREET, N. W.
WASHINGTON, D. C. 20006

CABLE ADDRESS: WICRING WASH., D. C.
INTERNATIONAL TELEX: 440-239
TELEX: 89-2402
TELEPHONE 202 872-6000

EUROPEAN OFFICE
1 COLLEGE HILL
LONDON, EC4R 2RA, ENGLAND
TELEPHONE 01-236-2401
TELEX: 851 883242
CABLE ADDRESS: WICRING LONDON

ALLEN H. HARRISON, JR.
DIRECT LINE (202)
872-6093

RECORDATION NO. 14164 Filed 1425
SEP 20 1983 8 25 AM
INTERSTATE COMMERCE COMMISSION

No. 3-263,010
Date SEP 20 1983
Fee $ 120.00
ICC Washington, D. C.

September 19, 1983

Dear Madam Secretary:

On behalf of Itel Rail Corporation, and pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith, for filing and recordation, counterparts of the following document:

Notice of Change of Ownership ("Notice") between Itel Corporation and Itel Rail Corporation, dated September 19, 1983.

The names and addresses of the parties to the aforementioned Notice are:

1. Itel Corporation
   One Embarcadero Center
   Suite 2900
   San Francisco, California 94111

2. Itel Rail Corporation
   55 Francisco, 7th Floor
   San Francisco, California 94133

RECEIVED
SEP 20 8 31 AM '83
I.C.C.
FEE OPERATION BR.

The equipment covered by the Notice is set forth in Attachments 1-7 to this letter.

Please cross-index the above-referenced Notice with the following documents:

(1) Equipment Trust Agreement, 1976 Series 1, dated as of July 15, 1976 between First Security Bank of Utah, N.A., Trustee and SSI Rail Corp., as amended, which was filed under I.C.C. Recordation No. 8457;

(2) Equipment Trust Agreement, 1977 Series 1, dated as of January 1, 1977 between First Security Bank of Utah, N.A., Trustee and SSI Rail Corp., as amended, which was filed under I.C.C. Recordation No. 8673;

(3) Equipment Trust Agreement, 1977 Series 2, dated as of March 15, 1977, between First Security Bank of Utah, N.A., Trustee and SSI Rail Corp., as amended, which was filed under I.C.C. Recordation No. 8781;

(4) Equipment Trust Agreement, 1978 Series 1, dated as of January 1, 1978, between First Security Bank of Utah, N.A., Trustee and Itel Corporation, as amended, which was filed under I.C.C. Recordation No. 9290;

(5) Equipment Trust Agreement, 1978 Series 2, dated as of February 1, 1978 between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended, which was filed under I.C.C. Recordation No. 9291;

(6) Equipment Trust Agreement, 1978 Series 3, dated as of November 1, 1978, between Citibank, N.A., Trustee, and Itel Corporation, as amended, which was filed under I.C.C. Recordation No. 9932; and

(7) Equipment Trust Agreement, 1978 Series 4, dated as of December 1, 1978, between Bankers Trust Company, Trustee and Itel Corporation, as amended, which was filed under I.C.C. Recordation No. 9929.

Also enclosed is a check in the amount of $120.00 covering the appropriate recording and cross-indexing fees.

Please stamp all counterparts of the enclosed Notice with your official recording stamp. You will wish to retain one (1) certified true copy counterpart of the Notice for your files; it is requested that the remaining original counterparts be delivered to the bearer of this letter.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for Itel Rail Corporation

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

## ATTACHMENT I OF SCHEDULE I

**1976 Series 1 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 8457

Purchase Agreement, dated as of July 15, 1976, by and among SSI Rail Corp., Itel Corporation, and the parties named on Annex I thereto.

Equipment Trust Agreement, 1976 Series 1, dated as of July 15, 1976, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 10¾% Amended Trust Certificates, 1976 Series 1, due December 31, 1991—outstanding principal amount as of January 1, 1982: $7,385,960.65.

### TRUST EQUIPMENT

### BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1976-1* | Escanaba & Lake Superior Railroad Company | ELS 9000-9049 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 49 | 12/22/76 | $ 1,521,517.13 |
| | Greenville & Northern Railroad Company | GRN 8000-8049 | 50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF | 50 | 08/06/76 | $ 1,448,448.50 |
| | Lake Erie, Franklin & Clarion Railroad | LEF 1040-1049 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 10 | 01/03/77 | $ 310,513.70 |
| | Minnesota, Dakota & Western Railroad | MDW 9000-9099 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Plug FMC | 99 | 07/26/78 | $ 3,295,527.84 |
| | Pearl River Valley Railroad Company | PRV 1000-1049 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 50 | 03/24/76 | $ 1,477,526.00 |
| | Sierra Railroad Company | SERA 4000-4049 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 50 | 09/27/78 | $ 1,649,251.00 |
| | Wabash Valley Railroad | WVRC 8000-8049 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 50 | 08/16/76 | $ 1,477,526.00 |
| | | | | 358 | | $11,180,310.17 |

## ATTACHMENT II OF SCHEDULE I

**1977 Series 1 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 8673

Purchase Agreement, dated as of January 1, 1977, by and among SSI Rail Corporation, Itel Corporation, and the party named on Annex I thereto.

Equipment Trust Agreement, 1977 Series 1, dated as of January 1, 1977, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 9¾% Amended Trust Certificates, 1977 Series 1, due March 31, 1992—outstanding principal amount as of January 1, 1982: $2,062,513.85.

### TRUST EQUIPMENT

### BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1977-1* | Cadiz Railroad | CAD 1000-1099 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 98 | 11/10/76 | $3,077,405.80 |

ATTACHMENT II OF SCHEDULE I

**1977 Series 2 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 8781

Purchase Agreement, dated as of March 15, 1977, by and among SSI Rail Corp., Itel Corporation, and the parties named on Annex I thereto.

Equipment Trust Agreement, 1977 Series 2, dated as of March 15, 1977, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 9½% Amended Trust Certificates, 1977 Series 2, due October 31, 1992—outstanding principal amount as of January 1, 1982: $19,326,662.09.

## TRUST EQUIPMENT

### BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1977-2* | City of Prineville Railway Company | COP 7001-7200 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 129 | 04/26/77 | $ 4,077,483.60 |
| | Camino, Placerville & Lake Tahoe Railroad Company | CPLT 7850-7899 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 50 | 01/24/80 | $ 1,567,169.50 |
| | McCloud River Railroad | MR 2000-2399 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 144 | 04/20/77 | $ 4,513,448.16 |
| | (Sublease from Seattle & North Coast Railroad Company) | MR 11000-11099 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 100 | 02/06/80 | $ 3,134,339.00 |
| | Natchez Trace Railroad | NTR 7005-7195 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 70 | 02/11/82 | $ 2,212,588.00 |
| | Port Huron and Detroit Railroad Company | PHD 1000-1023 | 50'6" XP, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 23 | 02/22/77 | $ 759,287.96 |
| | | PHD 1024-1099 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 72 | | $ 2,376,901.44 |
| | Sierra Railroad Company | SERA 4500-4599 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 100 | 08/29/80 | $ 3,134,339.00 |
| | Terminal Railway of Alabama | TASD 77001-77110 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 109 | 04/04/77 | $ 3,393,554.77 |
| | Toledo, Peoria & Western Railroad Company | TPW 70101-70150 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 49 | 01/12/77 | $ 1,557,741.85 |
| | Wabash Valley Railway | WVRC 7700-7739 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 40 | 12/30/75 | $ 1,242,527.20 |
| | | WVRC 7740-7749 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 10 | | $ 312,864.50 |
| | | | | 896 | | $28,282,244.98 |

**1978 Series 1 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9290

Purchase Agreement, dated as of January 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 1, dated as of January 1, 1978, between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 9½% Amended Trust Certificates, 1978 Series 1, due January 31, 1993—outstanding principal amount as of January 1, 1982: $10,237,973.42.

## TRUST EQUIPMENT

### BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1978-1* | Apalachicola Northern Railroad | AN 5200-5399 | 50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF | 197 | 01/25/77 | $ 6,606,934.78 |
| | Green Bay & Western Railroad Company | GBW 8000-8048 | 50'6"XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 49 | 04/22/81 | $ 1,619,554.37 |
| | Meridian & Bigbee Railroad Company | MB 4000-4005 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 6 | 06/01/77 | $ 174,773.88 |
| | North Louisiana & Gulf Railroad Company | NLG 5001-5100 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 98 | 07/21/77 | $ 3,085,654.46 |
| | Terminal Railway of Alabama | TASD 78601-78700 | 50'6" XM, 70-Ton | 99 | 04/04/77 | $ 3,272,160.87 |
| | | | | 449 | | $14,759,078.36 |

**1978 Series 2 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9291

Purchase Agreement, dated as of February 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 2, dated as of February 1, 1978, between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 9¼% Amended Trust Certificates, 1978 Series 2, due August 15, 1993—outstanding principal amount as of January 1, 1982: $109,113,305.64.

## TRUST EQUIPMENT
## BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1978-2* | Arkansas & Louisiana Missouri Railroad | ALM 1000-1149 | 60'10" XM, 100-Ton PL.E., C-Sgl. 10' Sldg. FMC | 149 | 06/14/77 | $ 5,916,013.71 |
| | Arkansas & Louisiana Missouri Railroad | ALM 1500-1599 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 100 | 06/14/77 | $ 3,325,131.00 |
| | Apalachicola Northern Railroad | AN 5550-5599 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 01/25/77 | $ 1,750,633.50 |
| | Apache Railway | APA 1800-1849 | 50'6" XM, 70-Ton PL.C., OC-Dbl. 8' Plug FMC | 49 | 06/01/76 | $ 1,642,100.74 |
| | Atlanta & St. Andrews Bay Railway Company | ASAB 7200-7299 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 97 | 05/05/78 | $ 3,406,726.33 |
| | Corinth and Counce Railroad Company | CCR 6000-6399 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 60 | 04/29/77 | $ 1,875,144.00 |
| | Clarendon and Pittsford Railroad Company | CLP 3061-3160 | 50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF | 98 | 10/18/76 | $ 3,356,005.10 |
| | | CLP 3161-3260 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 99 | | $ 3,277,109.88 |
| | City of Prineville Railway Company | COP 7201-7400 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 196 | 04/26/77 | $ 6,469,264.20 |
| | East Camden & Highland | EACH 2001-2161 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 161 | 04/26/78 | $ 5,721,899.75 |
| | Green Bay and Western Railroad Company | GBW 8049 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 1 | 04/22/81 | $ 33,365.19 |
| | | GBW 8050-8197 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 148 | | $ 4,938,048.12 |
| | Green Mountain Railroad Company | GMRC 750-799 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 01/02/76 | $ 1,830,951.50 |
| | Hartford & Slocomb Railway Company | HS 4000-4099 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 27 | 07/01/75 | $ 891,365.31 |
| | Lake Erie, Franklin and Clarion Railroad | LEF 2500-2579 | HT, 100-Ton Hopper PL.B., 3433 cu. ft. ACF | 80 | 01/03/77 | $ 2,216,988.80 |

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| | Meridian & Bigbee Railroad Company | MB 4006-4099 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 93 | 06/01/77 | $ 2,708,995.14 |
| | McCloud River Railroad | MR 1010-1698 | 49'6" XM, 70-Ton PL.B., C-Dbl. 12' Plug SI (Rebuild) | 94 | 04/20/77 | $ 3,054,153.06 |
| | | MR 2400-2405 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 6 | | $ 198,242.52 |
| | | MR 4000-4099 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 73 | 04/20/83 | $ 2,409,987.68 |
| | Mississippi Export Railway Company | MSE 800-899 | 50'7" XM, 70-Ton PL.C. C-Sgl. 10' Sldg. ACF | 97 | 04/25/78 | $ 3,334,326.50 |
| | | MSE 900-999 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 98 | | $ 3,567,305.84 |
| | Marinette, Tomahawk and Western Railroad Company | MTW 4300-4399 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 98 | 12/23/77 | $ 3,455,261.46 |
| | North Louisiana & Gulf Railroad Company | NLG 5101-5400 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 296 | 07/21/77 | $ 9,726,625.12 |
| | New Orleans Public Belt Railway | NOPB 3100-3299 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 199 | 06/17/77 | $ 6,427,700.00 |
| | | NOPB 3300-3399 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 100 | | $ 3,115,582.00 |
| | | NOPB 3400-3499 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 99 | | $ 3,090,786.93 |
| | Port Huron and Detroit Railroad Company | PHD 2000-2199 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 196 | 02/22/77 | $ 6,206,245.92 |
| | Sierra Railroad Company | SERA 4050-4089 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 38 | 09/27/78 | $ 1,257,695.88 |
| | Sabine River and Northern Railroad Company | SRN 5300-5349 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 12/23/77 | $ 1,760,910.00 |
| | FMC/Chemical Group | SSIX 1000-1099 | LO, 100-Ton Hopper PL.C., 4650 cu. ft. ACF | 94 | 12/03/76 | $ 2,869,480.66 |
| | Terminal Railway of Alabama | TASD 77111-77200 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 90 | 04/04/77 | $ 2,802,017.70 |
| | | TASD 77201-77300 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 100 | | $ 3,111,795.00 |
| | | TASD 78001-78300 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 298 | | $ 9,838,058.76 |
| | | TASD 78301-78600 | 50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF | 299 | | $ 10,205,264.68 |
| | Texas Mexican Railroad Company | TM 3000-3149 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 149 | 03/15/78 | $ 5,187,348.58 |
| | Valdosta Southern Railway Co. | VSO 6200-6249 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 03/26/76 | $ 1,667,238.00 |
| | | VSO 6350-6399 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | | $ 1,770,570.50 |
| | Vermont Railway Company | VTR 3501-3550 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 49 | 12/10/75 | $ 1,623,451.83 |
| | | | | 4,082 | | $136,074,911.79 |

**1978 Series 3 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9932

Purchase Agreement, dated as of November 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 3, dated as of November 1, 1978, between Citibank, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 10% Amended Trust Certificates, 1978 Series 3, due December 1, 1994—outstanding principal amount as of January 1, 1982: $109,404,852.59.

## TRUST EQUIPMENT
## BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1978-3* | Apalachicola Northern Railroad | AN 5600-5799 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 200 | 01/25/77 | $ 7,120,000.00 |
| | Arcata and Mad River Railroad. | AMR 1000-1099 | 50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF | 96 | 07/10/78 | $ 3,769,282.56 |
| | Cadiz Railroad | CAD 1100-1116 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 17 | 11/10/76 | $ 650,542.40 |
| | Camino, Placerville and Lake Tahoe Railroad Company | CPLT 7750-7769 | 50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF | 19 | 02/09/77 | $ 742,126.13 |
| | East Camden & Highland | EACH 2162-2200 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 39 | 04/26/78 | $ 1,386,050.25 |
| | | EACH 2351-2500 | 50'6" XM, 100-Ton PL.C., C-Sgl. 12' Plug FMC | 99 | | $ 4,296,673.26 |
| | | EACH 4001-4100 | 60'10" XP, 100-Ton PL.C., C-Sgl. 12' Plug ACF | 97 | | $ 4,777,069.59 |
| | | EACH 4100-4150 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Plug ACF | 50 | | $ 2,462,407.00 |
| | Green Bay and Western Railroad Company | GBW 7000-7049 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 03/08/79 | $ 1,883,410.00 |
| | | GBW 10000-10049 | 50'6" XM, 100-Ton PL.C., C-Sgl. 12' Plug FMC | 50 | 10/21/81 | $ 2,170,037.00 |
| | New Orleans Public Belt Railway | NOPB 3500-3549 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 50 | 06/17/77 | $ 1,776,250.00 |
| | | NOPB 3550-3974 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 425 | | $ 15,098,125.00 |
| | | NOPB 3975-4099 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 124 | | $ 4,674,140.32 |

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| | Port Huron and Detroit Railroad Company | PHD 3000-3034 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 35 | 02/22/77 | $ 1,238,790.00 |
| | | PHD 4000-4024 | 50'6" XF, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 25 | | $ 886,125.00 |
| | | PHD 5000-5039 | 50'6" XL, 70-Ton PL.C., C-Sgl. 10" Sldg. PS | 39 | | $ 1,698,061.56 |
| | Rahway Valley Railroad | RV 1000-1024 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 25 | 09/19/78 | $ 941,705.00 |
| | Texas Mexican Railroad Company | TM 3150-3299 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 150 | 03/15/78 | $ 5,406,108.00 |
| | Valley and Siletz Railroad | VS 2000-2059 2061, and 2087-2099 | 50'6" XM, 100-Ton PL.F., C-Dbl. 8' Sldg. FMC | 74 | 07/26/78 | $ 3,050,033.58 |
| | | VS 2060, 2062-2086 and 2100-2149 | 50'6", XP, 100-Ton PL.F., C-Dbl. 8' Sldg. FMC | 75 | | $ 3,091,250.25 |
| | Warwick Railway Company | WRWK 60001-60300 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. ACF | 298 | 04/24/80 | $ 13,003,492.24 |
| | | | | 2,037 | | $ 80,121,679.14 |

## FLATCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| | Atchison, Topeka and Santa Fe Railway Company | SFLC 901050-901094 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 45 | 05/14/82 | $ 1,973,601.00 |
| | | SFLC 901100-901244 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 57 | | $ 2,481,849.54 |
| | | SFLC 901095-901099<br>SFLC 901245-901294 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 55 | | $ 2,408,754.15 |
| | | SFLC 901100-901244 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 88 | | $ 3,882,592.56 |
| | | SFLC 901543-901590 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 48 | | $ 2,107,509.92 |
| | | SFLC 901481-901542 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 62 | | $ 2,715,322.86 |
| | | SFLC 901591-901644 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 54 | | $ 2,386,133.10 |
| | | SFLC 901645-901699 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 55 | | $ 2,421,916.75 |
| | | SFLC 901000-901049 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 50 | | $ 2,177,094.00 |
| | | SFLC 901295-901444 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 150 | | $ 6,530,121.00 |
| | | SFLC 901445-901480 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 36 | | $ 1,600,924.68 |
| | Brillion & Forest Junction Railroad | BF JR 104000-104099 | TOFC/COFC 70-Ton 89'4" Flatcars 89'4" Flatcars PS | 100 | 10/26/78 | $ 4,437,213.00 |
| | Crab Orchard and Egyptian Railroad | COER 100000-100049 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 31 | 06/21/78 | $ 1,350,726.11 |
| | | COER 250000-250049 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 15 | | $ 653,112.15 |
| | | COER 250050-250099 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 9 | | $ 410,120.73 |
| | Detroit, Toledo and Ironton Railway Company | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 18 | 03/10/81 | $ 778,192.56 |
| | | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 26 | | $ 1,141,622.04 |
| | | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 18 | | $ 788,319.54 |
| | | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 17 | | $ 751,190.05 |
| | | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 21 | | $ 924,731.85 |
| | | DTI 90100-90134 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 35 | | $ 1,594,913.95 |
| | | DTI 90135-90169 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 35 | | $ 1,523,928.35 |
| | | DTI 90170-90175 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 6 | | $ 273,413.82 |
| | | DTI 90176-90193, 90222 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 19 | | $ 827,864.39 |

**1978 Series 4 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9929

Purchase Agreement, dated as of December 1, 1978, between Itel Corporation and The Travelers Insurance Company.

Equipment Trust Agreement, 1978 Series 4, dated as of December 1, 1978, between Bankers Trust Company, Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 10¾% Amended Trust Certificates, 1978 Series 4, due December 31, 1993—outstanding principal amount as of January 1, 1982: $19,435,936.93.

**TRUST EQUIPMENT**

**BOXCARS**

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1978-4* | Arkansas & Louisiana Missouri Railroad | ALM 1150-1249 | 60'10" XM, 100-Ton PL.E., C-Sgl. 10' Sldg. ACF | 96 | 06/14/77 | $ 4,183,959.36 |
| | Atlanta and St. Andrews Bay Railway Company | ASAB 8100-8201 | 60'10" XM, 100-Ton PL.E., C-Sgl. 10' Sldg. ACF | 101 | 05/05/78 | $ 4,157,839.73 |
| | Camino, Placerville and Lake Tahoe Railroad Company | CPLT 7770-7849 | 50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF | 80 | 02/09/77 | $ 3,124,741.60 |
| | Greenville and Northern Railroad Company | GRN 8050-8099 | 50'6"XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 50 | 08/06/76 | $ 1,701,750.00 |
| | Marinette, Tomahawk and Western Railroad Company | MTW 4400-4599 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 199 | 12/23/77 | $ 7,164,199.00 |
| | North Louisiana and Gulf Railroad Company | NLG 5401-5550 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 145 | 07/21/77 | $ 5,152,907.05 |
| | | | | 671 | | $25,485,396.74 |

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| | | DTI 90194-90199 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 6 | | $ 259,397.52 |
| | | DTI 90200-90202 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 3 | | $ 132,562.95 |
| | | DTI 90203-90206 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 4 | | $ 176,139.40 |
| | | DTI 90207-90212 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 6 | | $ 262,773.18 |
| | | DTI 90213-90219 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 7 | | $ 307,359.78 |
| | | DTI 90220, 90221 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 2 | | $ 88,375.30 |
| | | DTI 90223-90234 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 12 | | $ 533,641.56 |
| | Maine Central Railroad Company | MEC 105057-105065 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 9 | 03/22/82 | $ 395,176.86 |
| | | MEC 105051-105056 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 6 | | $ 262,771.98 |
| | | MEC 105066-105074 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 9 | | $ 397,688.85 |
| | | MEC 105075 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 1 | | $ 44,034.85 |
| | | MEC 105091-105105 (N.S.) | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 10 | 04/11/80 | $ 439,085.40 |
| | | MEC 105076-105087 (N.S.) | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 8 | | $ 350,364.24 |
| | | MEC 105107-105123 (N.S.) | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 14 | | $ 618,627.10 |
| | | MEC 105079-105125 (N.S.) | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 18 | | $ 792,627.30 |
| | Soo Line Railroad Co. ..... | SOO 54694-54793 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 100 | 02/11/83 | $ 4,437,213.00 |
| | | SOO 54754-54793 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 40 | | $ 1,741,648.00 |
| | | SOO 54754-54793 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 10 | | $ 441,203.70 |
| | | SOO 54845-54893 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 49 | | $ 2,179,036.00 |
| | | SOO 54844 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 1 | | $ 44,187.65 |
| | Toledo, Peoria and Western Railroad Company..... | TPW 105076-105100 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 25 | 01/12/77 | $ 1,080,823.00 |
| | | | | 1,290 | | $ 56,688,693.80 |
| | | | 1978-3 Total: (Boxcars and Flatcars) | 3,327 | | $136,810,373.02 |

# ATTACHMENT VIII OF SCHEDULE I

## SCHEDULE 3

## ITEL OWNED EQUIPMENT

### BOXCARS

| Lessee | Reporting Marks | Equipment Description | No. of Cars | Unit Cost | Total Cost |
|---|---|---|---|---|---|
| Cadiz Railroad | CAD 1117-1149 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. | 33 | $38,267.20 | $ 1,262,817.60 |
| Corinth and Counce Railroad Company | CCR 6400-6499 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 100 | $38,334.46 | $ 3,833,446.00 |
| Greenville and Northern Railroad Company | GRN 8100-8149 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 50 | $38,135.74 | $ 1,906,787.00 |
| Minnesota, Dakota and Western Railroad | MDW 6000-6099 | 50'6" XM, 100-Ton PL.P., C-Dbl. 8' Plug | 100 | $45,452.80 | $ 4,545,280.00 |
| North Louisiana and Gulf Railroad Company | NLG 5531-5600 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 50 | $38,836.63 | $ 1,941,831.50 |
| Providence and Worcester Company | PW 60301-60600 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. | 85 | $47,681.88 | $ 4,052,959.80 |
| Providence and Worcester Company | PW 60301-60600 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. | 115 | $47,669.12 | $ 5,481,848.80 |
| Savannah State Docks Railroad Company | SSDK 1000-1099 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 100 | $37,668.20 | $ 3,766,820.00 |
| Texas, Oklahoma and Eastern Railroad Company | TOE 2500-2599 | 50'6" XM, 100-Ton PL.C., OC-Dbl. 8' Plug | 99 | $41,002.17 | $ 4,059,214.83 |
| Transkentucky Transportation Railroad Company | TTIS 25101-25150 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 50 | $38,135.74 | $ 1,906,787.00 |
| East Camden and Highland | EACH 4151-4250 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. | 51 | $47,669.12 | $ 2,431,125.12 |
| East Camden and Highland | EACH 4151-4250 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. | 49 | $47,681.88 | $ 2,336,412.12 |
| Green Mountain Railroad Company | GMRC 300-399 | 40'6" XM, 50-Ton PL.B., C-Sgl. 9' Sldg. | 99 | $15,918.53 | $ 1,575,934.47 |
| Pickens Railroad | PICK 55406, 55408, 55409<br>NSL 100939-100946 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. | 11<br>992 | $15,000.00 | $ 165,000.00<br>$39,266,364.24 |

### TRAILERS

| | | | | | |
|---|---|---|---|---|---|
| Crab Orchard and Egyptian Railroad | SCOZ 202200-202399 | Piggyback Trailers | 113 | $ 9,602.13 | $ 1,085,040.69 |
| Crab Orchard and Egyptian Railroad | SCOZ 202550-202599 | Piggyback Trailers | 32 | $ 9,999.00 | $ 319,968.00 |
| Detroit, Toledo and Ironton Railway Company | SDTZ 200101-200168, 200170, 200200 | Piggyback Trailers | 99 | $10,050.80 | $ 995,029.20 |
| Hartford and Slocomb Railway Company | SHSZ 200200-200204, 200206-200211, 200213, 200215 | Piggyback Trailers | 13 | $ 9,999.00 | $ 129,987.00 |
| Maine Central Railroad Company | SMCZ 205651-205900 | Piggyback Trailers | 162 | $ 9,999.00 | $1,619,838.00 |
| Texas Mexican Railroad Company | STMZ 201000-201099 | Piggyback Trailers | 100 | $ 9,818.00 | $ 981,800.00 |
| Texas Mexican Railroad Company | STMZ 201100-201299 | Piggyback Trailers | 197 | $10,300.00 | $ 2,029,100.00 |
| Western Pacific Railroad Company | WPZ 271000-271574 | Piggyback Trailers | 377 | $ 9,999.00 | $ 3,769,623.00 |
| Western Pacific Railroad Company | SWPZ 272100-272199 | Piggyback Trailers | 38 | $ 9,602.13 | $ 364,880.94 |
| | | | 1,138 | | $11,295,266.83 |

### FLATCARS

| | | | | | |
|---|---|---|---|---|---|
| Crab Orchard and Egyptian Railroad | COER 100050-100099 | TOFC/COFC 70-Ton, 89'4" | 50 | $45,620.06 | $ 2,281,003.00 |
| Burlington Northern Railroad Company | SSIX 100101-100102 | 462'8" TOFC, 10-unit Articulated, FC | 2 | $300,000.00 | $ 600,000.00 |
| Texas Mexican Railroad Company | TM 400250-400299 | TOFC/COFC 70-Ton, 89'4" | 50 | $46,052.12 | $ 2,302,606.00 |
| | | | 102 | | $ 5,183,609.00 |

### GONDOLAS

| | | | | | |
|---|---|---|---|---|---|
| Grand Trunk Western | GTW 148000-148199 | 52'6", 100-Ton Gondola | 200 | $39,422.97 | $ 7,884,594.00 |
| | | PL.B., GB | 200 | | $ 7,884,594.00 |

## SCHEDULE II

| Lease | Equipment Nos. | Units | Owner | Lender |
|---|---|---|---|---|
| Lease (not dated) between Itel Corp., Rail Division and Ahnapee & Western Railroad | AHWZ 201300-201599 | 298 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 6/1/76 between SSI Rail and Apache Railway Co. | APA 1850-1949 | 99 | FMC Finance | Travelers |
| | APA 1700-1799 | 100 | FMC Finance | Travelers |
| Lease dated 1/25/77 between SSI Rail and Apalachicola Northern Railroad | AN 5000-5199 | 198 | Bank of America | 1977:3 Lease 2 |
| | AN 5400-5549 | 150 | Mellon | Mellon |
| Lease dated 3/29/79 between Itel Corp., Rail Division and Ashley, Drew and Northern Railroad Company | ADN 8000-8099 | 98 | Budd | 1977:3 Lease 2 |
| | ADN 8150-8199 | 47 | Pittsburgh National | Pittsburgh National |
| | ADN 8100-8149 | 47 | Viking Yacht | 1977:3 Lease 4 |
| Lease dated 5/5/78 between Itel Corp., Rail Division and Atlanta and St. Andrews Bay Railway | ASBA 7000-7089 | 90 | FMC Leasing | FMC Leasing |
| | ASAB 7090-7099 | 10 | McDonnell Douglas | McDonnell Douglas |
| | ASAB 8000-8049 | 33 | Union Safe Deposit | Travelers |
| | ASAB 7150-7199 | 49 | Mellon | Mellon |
| | ASAB 8050-8099 | 48 | Mellon | Mellon |
| | ASAB 7100-7149 | 50 | Union Safe Deposit | Travelers |
| Lease dated 2/14/77 between SSI Rail and Chattahoochee Industrial Railroad | CIRR 90001-90077 | 76 | Rainier | Rainier |
| | CIRR 9078, 9079, 90081, 90083-90100 | 21 | Rainier | Rainier |
| | CIRR 94000-94105 | 16 | Union Safe Deposit | Travelers |
| Lease dated 10/12/76 between SSI Rail and Clarendon and Pittsford Railroad Co. | CLP 3001-3060 | 59 | Mellon | Mellon |
| Lease dated 4/29/77 between SSI Rail and Corinth & Counce Railroad Co. | CCR 6050-6149 | 100 | NCNB | NCNB |
| | CCR 6150-6289 | 139 | ITT | 1977:3 Lease 5 |
| | CCR 6290-6389 | 99 | Dial | 1977:3 Lease 6 |
| | CCR 6500-6649 | 148 | Itel Rail | Union Tidewater |

## SCHEDULE II

| Lease | Equipment Nos. | Units | Owner | Lender |
|---|---|---|---|---|
| Lease dated 2/9/77 between SSI Rail and Camino, Placerville & Lake Tahoe Railroad Company | CPLT 7700-7749 | 47 | Bank of America | 1977:3 Lease 2 |
| Lease dated 6/21/78 between Itel Corp., Rail Division and Crab Orchard & Egyptian Railroad | SCOZ 20400-202549 | 50 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 3/8/79 between Itel Corp., Rail Division and Green Bay and Western Railroad Co. | GBW 7050-7407 | 244 | General Electric Credit Corp. | General Electric Credit Corp. |
| | GBW 7450-7649 | 200 | U.S. Railway Leasing Co. | U.S. Railway Leasing Co. |
| Lease dated 7/1/82 between Itel Corp., Rail Division and Green Bay and Western Railroad Co. | GBW 8200-8299 | 100 | U.S. Railway Leasing Co. | U.S. Railway Leasing Co. |
| Lease dated 3/18/80 between Itel Corp., Rail Division and Grand Trunk Western Railroad Co. | SGWZ 206201-206400 | 79 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 1/2/76 SSI Rail and Green Mountain Railroad Co. | GMRC 627-649 | 22 | Seattle First | Seattle First |
| | GMRC 690-699 | 10 | SSI Rail | Birmingham Trust |
| | GMRC 600-626 | 26 | Seattle First | Seattle First |
| | GMRC 659-689 | 40 | SSI Rail | Birmingham Trust |
| | GMRC 700-749 | 50 | Schuler Industry | Schuler Industry |

## SCHEDULE II

| Lease | Equipment Nos. | Units | Owner | Lender |
|---|---|---|---|---|
| Lease dated 6/29/79 between Itel Corp., Rail Division and Hartford & Slocomb Railway Company | SHSZ 200000-200149 | 146 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 7/1/79 between Itel Corp., Rail Division and Hillsdale County Railroad Co. (Lease terminated) | SHCZ 20000-200099 | 197 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 1/3/77 between SSI Rail and Lake Erie, Franklin & Clarion Railroad Co. | LEF 1000-1039 | 39 | Mellon | Mellon |
| Lease dated 3/26/76 between SSI Rail and Marinette, Tomahawk & Western Railroad Co. | MTW 4250-4299 | 99 | Manufacturers Hanover Leasing | Manufacturers Hanover Leasing |
| | MTW 4000-4049 | 50 | Schuler | Western Savings |
| | MTW 4050-4199 | 149 | Michigan National | Seattle First |
| Lease dated 7/26/76 between Itel Corp., Rail Division and Minnesota, Dakota & Western Railroad Co. | MDW 100000-10199 | 191 | Borg Warner | Travelers |
| Lease dated 6/17/77 between SSI Rail and New Orleans Public Belt Railroad | NOPB 4300-4498 | 49 | Itel Rail | Union Tidewater |
| Lease dated 7/21/77 between SSI Rail and North Louisiana & Gulf Railroad Co. | NLG 5701-5800 | 99 | U.S. Railway Leasing | U.S. Railway Leasing |
| Lease dated 3/26/76 between SSI Rail and Sabine River and Northern Co. | SRN 5000-5096 | 96 | SSI Rail | Citicorp Leasing |
| | SRN 5100-5149 | 50 | McDonnell Douglas | McDonnell Douglas |
| | SRN 5150-5199 | 48 | Schuler | Western Savings |
| | SRN 5200-5299 | 100 | Manufacturers Hanover Leasing | Manufacturers Hanover Leasing |

## SCHEDULE II

| Lease | Equipment Nos. | Units | Owner | Lender |
|---|---|---|---|---|
| Lease dated 12/23/77 between SSI Rail and Sabine River and Northern Co. | SRN 5350-5399 | 49 | North Carolina National Bank | NCNB |
| Lease dated 9/27/78 between Itel Corp., Rail Division and Sierra Railroad Co. | SERA 3000-3099 | 10 | FMC Leasing | FMC Leasing |
| Lease dated 3/26/78 between SSI and Valdosta Souther Railroad Co. | VSO 6000-6099<br>VSO 6100-6199<br>VSO 6250-6299 | 98<br>98<br>50 | Itel Rail<br>SSI Rail<br>Manufacturers Hanover Leasing | Union Tidewater Citicorp<br>Manufactuers Hanover Leasing |
| Lease dated 12/23/77 SSI Rail and Valdosta Southern Railroad Co. | VSO 6300-6349 | 50 | North Carolina National Bank | North Carolina National Bank |
| Lease dated 12/10/75 between SSI Rail and Vermont Railways, Inc. | VTR 4018-4049<br>VTR 4100-4139<br>VTR 4050-4099<br>VTR 4027-4035 | 17<br>40<br>50<br>25 | Seattle First<br>McDonnell Douglas<br>SSI Rail<br>Seattle First | Seattle First<br>McDonnell Douglas<br>Birmingham Trust<br>Seattle First |
| Lease dated 5/16/80 between Itel Corp., Rail Division and Western Pacific Railroad Co. | SWPZ 272100-272199 | 61 | Fruehauf Finance | Fruehauf Finance |

# Interstate Commerce Commission

Washington, D.C. 20423

9/20/83

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Wilmer, Culter & Pickering
1666 K. St. N.W.
Washington, D.C. 20006

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 9/20/83 at 8:35pm, and assigned recordation number(s). 14164

Sincerely yours,

Agatha L. Mergenovich

Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

14164

RECORDATION NO. ..... Filed 1425

SEP 20 1983 -8 25 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATION OF TRUE COPY

DISTRICT OF COLUMBIA ) SS.:

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached copy of the document entitled "Notice of Change of Ownership" with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 19th day of September, 1983.

Allen H. Harrison, Jr.

Subscribed and sworn to
before me this 19th day
of September, 1983.

Notary Public, D.C.

My commission expires:
May 31, 1984

## NOTICE OF CHANGE OF OWNERSHIP

As of the date hereof, all right, title and interest of Itel Corporation in and to the equipment listed on Schedule 1 hereto and the leases set forth on Schedule 2 hereto have been transferred, conveyed and assigned by Itel Corporation to Itel Rail Corporation, effective the date hereof.

**IN WITNESS WHEREOF,** Itel Corporation and Itel Rail Corporation have duly executed this Notice of Change of Ownership on this 19th day of September, 1983.

**ITEL CORPORATION**

**By:** _____

President & Chief Exec. Officer
**Title**

**ITEL RAIL CORPORATION**

**By:** _____

Vice President
**Title**

**STATE OF CALIFORNIA** )
) ss:
**COUNTY OF SAN FRANCISCO** )

On this 16 day of Sept., 1983, before me personally appeared W. P. Twomey, 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.

**NOTARY PUBLIC**

My Commission Expires:

OFFICIAL SEAL
W F KROEGER
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm. expires NOV 14, 1986

**STATE OF CALIFORNIA** )
) ss:
**COUNTY OF SAN FRANCISCO** )

On this 16 day of Sept., 1983, before me personally appeared Desmond P. Hayes, to me personally known, who being duly sworn, says that he is an Authorized Officer of **ITEL RAIL 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.

**NOTARY PUBLIC**

My Commission Expires:

OFFICIAL SEAL
W F KROEGER
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm. expires NOV 14, 1986

## ATTACHMENT I OF SCHEDULE I

**1976 Series 1 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 8457

Purchase Agreement, dated as of July 15, 1976, by and among SSI Rail Corp., Itel Corporation, and the parties named on Annex I thereto.

Equipment Trust Agreement, 1976 Series 1, dated as of July 15, 1976, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 10¾% Amended Trust Certificates, 1976 Series 1, due December 31, 1991—outstanding principal amount as of January 1, 1982: $7,385,960.65.

### TRUST EQUIPMENT

### BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1976-1* | Escanaba & Lake Superior Railroad Company | ELS 9000-9049 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 49 | 12/22/76 | $ 1,521,517.13 |
| | Greenville & Northern Railroad Company | GRN 8000-8049 | 50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF | 50 | 08/06/76 | $ 1,448,448.50 |
| | Lake Erie, Franklin & Clarion Railroad | LEF 1040-1049 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 10 | 01/03/77 | $ 310,513.70 |
| | Minnesota, Dakota & Western Railroad | MDW 9000-9099 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Plug FMC | 99 | 07/26/78 | $ 3,295,527.84 |
| | Pearl River Valley Railroad Company | PRV 1000-1049 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 50 | 03/24/76 | $ 1,477,526.00 |
| | Sierra Railroad Company | SERA 4000-4049 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 50 | 09/27/78 | $ 1,649,251.00 |
| | Wabash Valley Railroad | WVRC 8000-8049 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 50 | 08/16/76 | $ 1,477,526.00 |
| | | | | 358 | | $11,180,310.17 |

## ATTACHMENT II OF SCHEDULE I

**1977 Series 1 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 8673

Purchase Agreement, dated as of January 1, 1977, by and among SSI Rail Corporation, Itel Corporation, and the party named on Annex I thereto.

Equipment Trust Agreement, 1977 Series 1, dated as of January 1, 1977, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 9¼% Amended Trust Certificates, 1977 Series 1, due March 31, 1992—outstanding principal amount as of January 1, 1982: $2,062,513.85.

### TRUST EQUIPMENT

### BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1977-1* | Cadiz Railroad | CAD 1000-1099 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 98 | 11/10/76 | $3,077,405.80 |

ATTACHMENT II OF SCHEDULE I

**1977 Series 2 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 8781

Purchase Agreement, dated as of March 15, 1977, by and among SSI Rail Corp., Itel Corporation, and the parties named on Annex I thereto.

Equipment Trust Agreement, 1977 Series 2, dated as of March 15, 1977, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 9½% Amended Trust Certificates, 1977 Series 2, due October 31, 1992—outstanding principal amount as of January 1, 1982: $19,326,662.09.

## TRUST EQUIPMENT

### BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1977-2* | City of Prineville Railway Company | COP 7001-7200 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 129 | 04/26/77 | $ 4,077,483.60 |
| | Camino, Placerville & Lake Tahoe Railroad Company | CPLT 7850-7899 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 50 | 01/24/80 | $ 1,567,169.50 |
| | McCloud River Railroad | MR 2000-2399 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 144 | 04/20/77 | $ 4,513,448.16 |
| | (Sublease from Seattle & North Coast Railroad Company) | MR 11000-11099 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 100 | 02/06/80 | $ 3,134,339.00 |
| | Natchez Trace Railroad | NTR 7005-7195 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 70 | 02/11/82 | $ 2,212,588.00 |
| | Port Huron and Detroit Railroad Company | PHD 1000-1023 | 50'6" XP, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 23 | 02/22/77 | $ 759,287.96 |
| | | PHD 1024-1099 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 72 | | $ 2,376,901.44 |
| | Sierra Railroad Company | SERA 4500-4599 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 100 | 08/29/80 | $ 3,134,339.00 |
| | Terminal Railway of Alabama | TASD 77001-77110 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 109 | 04/04/77 | $ 3,393,554.77 |
| | Toledo, Peoria & Western Railroad Company | TPW 70101-70150 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 49 | 01/12/77 | $ 1,557,741.85 |
| | Wabash Valley Railway | WVRC 7700-7739 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 40 | 12/30/75 | $ 1,242,527.20 |
| | | WVRC 7740-7749 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 10 | | $ 312,864.50 |
| | | | | 896 | | $28,282,244.98 |

**1978 Series 1 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9290

Purchase Agreement, dated as of January 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 1, dated as of January 1, 1978, between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 9½% Amended Trust Certificates, 1978 Series 1, due January 31, 1993—outstanding principal amount as of January 1, 1982: $10,237,973.42.

## TRUST EQUIPMENT

### BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1978-1* | Apalachicola Northern Railroad | AN 5200-5399 | 50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF | 197 | 01/25/77 | $ 6,606,934.78 |
| | Green Bay & Western Railroad Company | GBW 8000-8048 | 50'6"XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 49 | 04/22/81 | $ 1,619,554.37 |
| | Meridian & Bigbee Railroad Company | MB 4000-4005 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 6 | 06/01/77 | $ 174,773.88 |
| | North Louisiana & Gulf Railroad Company | NLG 5001-5100 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 98 | 07/21/77 | $ 3,085,654.46 |
| | Terminal Railway of Alabama | TASD 78601-78700 | 50'6" XM, 70-Ton | 99 | 04/04/77 | $ 3,272,160.87 |
| | | | | 449 | | $14,759,078.36 |

**1978 Series 2 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9291

Purchase Agreement, dated as of February 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 2, dated as of February 1, 1978, between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 9¼% Amended Trust Certificates, 1978 Series 2, due August 15, 1993—outstanding principal amount as of January 1, 1982: $109,113,305.64.

## TRUST EQUIPMENT
## BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1978-2* | Arkansas & Louisiana Missouri Railroad | ALM 1000-1149 | 60'10" XM, 100-Ton PL.E., C-Sgl. 10' Sldg. FMC | 149 | 06/14/77 | $ 5,916,013.71 |
| | Arkansas & Louisiana Missouri Railroad | ALM 1500-1599 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 100 | 06/14/77 | $ 3,325,131.00 |
| | Apalachicola Northern Railroad | AN 5550-5599 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 01/25/77 | $ 1,750,633.50 |
| | Apache Railway | APA 1800-1849 | 50'6" XM, 70-Ton PL.C., OC-Dbl. 8' Plug FMC | 49 | 06/01/76 | $ 1,642,100.74 |
| | Atlanta & St. Andrews Bay Railway Company | ASAB 7200-7299 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 97 | 05/05/78 | $ 3,406,726.33 |
| | Corinth and Counce Railroad Company | CCR 6000-6399 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 60 | 04/29/77 | $ 1,875,144.00 |
| | Clarendon and Pittsford Railroad Company | CLP 3061-3160 | 50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF | 98 | 10/18/76 | $ 3,356,005.10 |
| | | CLP 3161-3260 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 99 | | $ 3,277,109.88 |
| | City of Prineville Railway Company | COP 7201-7400 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 196 | 04/26/77 | $ 6,469,264.20 |
| | East Camden & Highland | EACH 2001-2161 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 161 | 04/26/78 | $ 5,721,899.75 |
| | Green Bay and Western Railroad Company | GBW 8049 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 1 | 04/22/81 | $ 33,365.19 |
| | | GBW 8050-8197 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 148 | | $ 4,938,048.12 |
| | Green Mountain Railroad Company | GMRC 750-799 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 01/02/76 | $ 1,830,951.50 |
| | Hartford & Slocomb Railway Company | HS 4000-4099 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 27 | 07/01/75 | $ 891,365.31 |
| | Lake Erie, Franklin and Clarion Railroad | LEF 2500-2579 | HT, 100-Ton Hopper PL.B., 3433 cu. ft. ACF | 80 | 01/03/77 | $ 2,216,988.80 |

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| | Meridian & Bigbee Railroad Company | MB 4006-4099 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 93 | 06/01/77 | $ 2,708,995.14 |
| | McCloud River Railroad | MR 1010-1698 | 49'6" XM, 70-Ton PL.B., C-Dbl. 12' Plug SI (Rebuild) | 94 | 04/20/77 | $ 3,054,153.06 |
| | | MR 2400-2405 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 6 | | $ 198,242.52 |
| | | MR 4000-4099 | 50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC | 73 | 04/20/83 | $ 2,409,987.68 |
| | Mississippi Export Railway Company | MSE 800-899 | 50'7" XM, 70-Ton PL.C. C-Sgl. 10' Sldg. ACF | 97 | 04/25/78 | $ 3,334,326.50 |
| | | MSE 900-999 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 98 | | $ 3,567,305.84 |
| | Marinette, Tomahawk and Western Railroad Company | MTW 4300-4399 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 98 | 12/23/77 | $ 3,455,261.46 |
| | North Louisiana & Gulf Railroad Company | NLG 5101-5400 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 296 | 07/21/77 | $ 9,726,625.12 |
| | New Orleans Public Belt Railway | NOPB 3100-3299 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 199 | 06/17/77 | $ 6,427,700.00 |
| | | NOPB 3300-3399 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 100 | | $ 3,115,582.00 |
| | | NOPB 3400-3499 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS | 99 | | $ 3,090,786.93 |
| | Port Huron and Detroit Railroad Company | PHD 2000-2199 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 196 | 02/22/77 | $ 6,206,245.92 |
| | Sierra Railroad Company | SERA 4050-4089 | 50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC | 38 | 09/27/78 | $ 1,257,695.88 |
| | Sabine River and Northern Railroad Company | SRN 5300-5349 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 12/23/77 | $ 1,760,910.00 |
| | FMC/Chemical Group | SSIX 1000-1099 | LO, 100-Ton Hopper PL.C., 4650 cu. ft. ACF | 94 | 12/03/76 | $ 2,869,480.66 |
| | Terminal Railway of Alabama | TASD 77111-77200 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 90 | 04/04/77 | $ 2,802,017.70 |
| | | TASD 77201-77300 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 100 | | $ 3,111,795.00 |
| | | TASD 78001-78300 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 298 | | $ 9,838,058.76 |
| | | TASD 78301-78600 | 50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF | 299 | | $ 10,205,264.68 |
| | Texas Mexican Railroad Company | TM 3000-3149 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 149 | 03/15/78 | $ 5,187,348.58 |
| | Valdosta Southern Railway Co. | VSO 6200-6249 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 03/26/76 | $ 1,667,238.00 |
| | | VSO 6350-6399 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | | $ 1,770,570.50 |
| | Vermont Railway Company | VTR 3501-3550 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC | 49 | 12/10/75 | $ 1,623,451.83 |
| | | | | 4,082 | | $136,074,911.79 |

**1978 Series 3 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9932

Purchase Agreement, dated as of November 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 3, dated as of November 1, 1978, between Citibank, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 10% Amended Trust Certficates, 1978 Series 3, due December 1, 1994—outstanding principal amount as of January 1, 1982: $109,404,852.59.

## TRUST EQUIPMENT
## BOXCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1978-3* | Apalachicola Northern Railroad | AN 5600-5799 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 200 | 01/25/77 | $ 7,120,000.00 |
| | Arcata and Mad River Railroad. | AMR 1000-1099 | 50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF | 96 | 07/10/78 | $ 3,769,282.56 |
| | Cadiz Railroad | CAD 1100-1116 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 17 | 11/10/76 | $ 650,542.40 |
| | Camino, Placerville and Lake Tahoe Railroad Company | CPLT 7750-7769 | 50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF | 19 | 02/09/77 | $ 742,126.13 |
| | East Camden & Highland | EACH 2162-2200 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 39 | 04/26/78 | $ 1,386,050.25 |
| | | EACH 2351-2500 | 50'6" XM, 100-Ton PL.C., C-Sgl. 12' Plug FMC | 99 | | $ 4,296,673.26 |
| | | EACH 4001-4100 | 60'10" XP, 100-Ton PL.C., C-Sgl. 12' Plug ACF | 97 | | $ 4,777,069.59 |
| | | EACH 4100-4150 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Plug ACF | 50 | | $ 2,462,407.00 |
| | Green Bay and Western Railroad Company | GBW 7000-7049 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 50 | 03/08/79 | $ 1,883,410.00 |
| | | GBW 10000-10049 | 50'6" XM, 100-Ton PL.C., C-Sgl. 12' Plug FMC | 50 | 10/21/81 | $ 2,170,037.00 |
| | New Orleans Public Belt Railway | NOPB 3500-3549 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 50 | 06/17/77 | $ 1,776,250.00 |
| | | NOPB 3550-3974 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 425 | | $ 15,098,125.00 |
| | | NOPB 3975-4099 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 124 | | $ 4,674,140.32 |

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| | Port Huron and Detroit Railroad Company | PHD 3000-3034 | 50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 35 | 02/22/77 | $ 1,238,790.00 |
| | | PHD 4000-4024 | 50'6" XF, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 25 | | $ 886,125.00 |
| | | PHD 5000-5039 | 50'6" XL, 70-Ton PL.C., C-Sgl. 10" Sldg. PS | 39 | | $ 1,698,061.56 |
| | Rahway Valley Railroad | RV 1000-1024 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 25 | 09/19/78 | $ 941,705.00 |
| | Texas Mexican Railroad Company | TM 3150-3299 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 150 | 03/15/78 | $ 5,406,108.00 |
| | Valley and Siletz Railroad | VS 2000-2059 2061, and 2087-2099 | 50'6" XM, 100-Ton PL.F., C-Dbl. 8' Sldg. FMC | 74 | 07/26/78 | $ 3,050,033.58 |
| | | VS 2060, 2062-2086 and 2100-2149 | 50'6", XP, 100-Ton PL.F., C-Dbl. 8' Sldg. FMC | 75 | | $ 3,091,250.25 |
| | Warwick Railway Company | WRWK 60001-60300 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. ACF | 298 | 04/24/80 | $ 13,003,492.24 |
| | | | | 2,037 | | $ 80,121,679.14 |

## FLATCARS

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| | Atchison, Topeka and Santa Fe Railway Company | SFLC 901050-901094 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 45 | 05/14/82 | $ 1,973,601.00 |
| | | SFLC 901100-901244 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 57 | | $ 2,481,849.54 |
| | | SFLC 901095-901099<br>SFLC 901245-901294 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 55 | | $ 2,408,754.15 |
| | | SFLC 901100-901244 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 88 | | $ 3,882,592.56 |
| | | SFLC 901543-901590 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 48 | | $ 2,107,509.92 |
| | | SFLC 901481-901542 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 62 | | $ 2,715,322.86 |
| | | SFLC 901591-901644 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 54 | | $ 2,386,133.10 |
| | | SFLC 901645-901699 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 55 | | $ 2,421,916.75 |
| | | SFLC 901000-901049 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 50 | | $ 2,177,094.00 |
| | | SFLC 901295-901444 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 150 | | $ 6,530,121.00 |
| | | SFLC 901445-901480 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 36 | | $ 1,600,924.68 |
| | Brillion & Forest Junction Railroad | BF JR 104000-104099 | TOFC/COFC 70-Ton 89'4" Flatcars 89'4" Flatcars PS | 100 | 10/26/78 | $ 4,437,213.00 |
| | Crab Orchard and Egyptian Railroad | COER 100000-100049 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 31 | 06/21/78 | $ 1,350,726.11 |
| | | COER 250000-250049 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 15 | | $ 653,112.15 |
| | | COER 250050-250099 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 9 | | $ 410,120.73 |
| | Detroit, Toledo and Ironton Railway Company | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 18 | 03/10/81 | $ 778,192.56 |
| | | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 26 | | $ 1,141,622.04 |
| | | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 18 | | $ 788,319.54 |
| | | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 17 | | $ 751,190.05 |
| | | DTI 90000-90099 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 21 | | $ 924,731.85 |
| | | DTI 90100-90134 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 35 | | $ 1,594,913.95 |
| | | DTI 90135-90169 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 35 | | $ 1,523,928.35 |
| | | DTI 90170-90175 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 6 | | $ 273,413.82 |
| | | DTI 90176-90193, 90222 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 19 | | $ 827,864.39 |

**1978 Series 4 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9929

Purchase Agreement, dated as of December 1, 1978, between Itel Corporation and The Travelers Insurance Company.

Equipment Trust Agreement, 1978 Series 4, dated as of December 1, 1978, between Bankers Trust Company, Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 10⅜% Amended Trust Certificates, 1978 Series 4, due December 31, 1993—outstanding principal amount as of January 1, 1982: $19,435,936.93.

**TRUST EQUIPMENT**

**BOXCARS**

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| *1978-4* | Arkansas & Louisiana Missouri Railroad | ALM 1150-1249 | 60'10" XM, 100-Ton PL.E., C-Sgl. 10' Sldg. ACF | 96 | 06/14/77 | $ 4,183,959.36 |
| | Atlanta and St. Andrews Bay Railway Company | ASAB 8100-8201 | 60'10" XM, 100-Ton PL.E., C-Sgl. 10' Sldg. ACF | 101 | 05/05/78 | $ 4,157,839.73 |
| | Camino, Placerville and Lake Tahoe Railroad Company | CPLT 7770-7849 | 50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF | 80 | 02/09/77 | $ 3,124,741.60 |
| | Greenville and Northern Railroad Company | GRN 8050-8099 | 50'6"XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 50 | 08/06/76 | $ 1,701,750.00 |
| | Marinette, Tomahawk and Western Railroad Company | MTW 4400-4599 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC | 199 | 12/23/77 | $ 7,164,199.00 |
| | North Louisiana and Gulf Railroad Company | NLG 5401-5550 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS | 145 | 07/21/77 | $ 5,152,907.05 |
| | | | | 671 | | $25,485,396.74 |

| Series | Lessee | Reporting Marks | Equipment Description/ Manufacturer | No. of Cars | Lease Date | Total Cost |
|---|---|---|---|---|---|---|
| | | DTI 90194-90199 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 6 | | $ 259,397.52 |
| | | DTI 90200-90202 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 3 | | $ 132,562.95 |
| | | DTI 90203-90206 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 4 | | $ 176,139.40 |
| | | DTI 90207-90212 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 6 | | $ 262,773.18 |
| | | DTI 90213-90219 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 7 | | $ 307,359.78 |
| | | DTI 90220, 90221 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 2 | | $ 88,375.30 |
| | | DTI 90223-90234 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 12 | | $ 533,641.56 |
| | Maine Central Railroad Company | MEC 105057-105065 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 9 | 03/22/82 | $ 395,176.86 |
| | | MEC 105051-105056 | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 6 | | $ 262,771.98 |
| | | MEC 105066-105074 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 9 | | $ 397,688.85 |
| | | MEC 105075 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 1 | | $ 44,034.85 |
| | | MEC 105091-105105 (N.S.) | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 10 | 04/11/80 | $ 439,085.40 |
| | | MEC 105076-105087 (N.S.) | TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem | 8 | | $ 350,364.24 |
| | | MEC 105107-105123 (N.S.) | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 14 | | $ 618,627.10 |
| | | MEC 105079-105125 (N.S.) | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 18 | | $ 792,627.30 |
| | Soo Line Railroad Co. ..... | SOO 54694-54793 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 100 | 02/11/83 | $ 4,437,213.00 |
| | | SOO 54754-54793 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 40 | | $ 1,741,648.00 |
| | | SOO 54754-54793 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 10 | | $ 441,203.70 |
| | | SOO 54845-54893 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 49 | | $ 2,179,036.00 |
| | | SOO 54844 | TOFC/COFC 70-Ton, 89'4" Flatcars PS | 1 | | $ 44,187.65 |
| | Toledo, Peoria and Western Railroad Company..... | TPW 105076-105100 | TOFC/COFC 70-Ton, 89'4" Flatcars ACF | 25 | 01/12/77 | $ 1,080,823.00 |
| | | | | 1,290 | | $ 56,688,693.80 |
| | | | 1978-3 Total: (Boxcars and Flatcars) | 3,327 | | $136,810,373.02 |

# ATTACHMENT VIII OF SCHEDULE I

**SCHEDULE 3**

## ITEL OWNED EQUIPMENT

### BOXCARS

| Lessee | Reporting Marks | Equipment Description | No. of Cars | Unit Cost | Total Cost |
|---|---|---|---|---|---|
| Cadiz Railroad | CAD 1117-1149 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. | 33 | $38,267.20 | $ 1,262,817.60 |
| Corinth and Counce Railroad Company | CCR 6400-6499 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 100 | $38,334.46 | $ 3,833,446.00 |
| Greenville and Northern Railroad Company | GRN 8100-8149 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 50 | $38,135.74 | $ 1,906,787.00 |
| Minnesota, Dakota and Western Railroad | MDW 6000-6099 | 50'6" XM, 100-Ton PL.F., C-Dbl. 8' Plug | 100 | $45,452.80 | $ 4,545,280.00 |
| North Louisiana and Gulf Railroad Company | NLG 5551-5600 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 50 | $38,836.63 | $ 1,941,831.50 |
| Providence and Worcester Company | PW 60301-60600 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. | 85 | $47,681.88 | $ 4,052,959.80 |
| Providence and Worcester Company | PW 60301-60600 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. | 115 | $47,669.12 | $ 5,481,948.80 |
| Savannah State Docks Railroad Company | SSDK 1000-1099 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 100 | $37,668.20 | $ 3,766,820.00 |
| Texas, Oklahoma and Eastern Railroad Company | TOE 2500-2599 | 50'6" XM, 100-Ton PL.C., OC-Dbl. 8' Plug | 99 | $41,002.17 | $ 4,059,214.83 |
| Transkentucky Transportation Railroad Company | TTIS 25101-25150 | 50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. | 50 | $38,135.74 | $ 1,906,787.00 |
| East Camden and Highland | EACH 4151-4250 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. | 51 | $47,669.12 | $ 2,431,125.12 |
| East Camden and Highland | EACH 4151-4250 | 60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. | 49 | $47,681.88 | $ 2,336,412.12 |
| Green Mountain Railroad Company | GMRC 300-399 | 40'6" XM, 50-Ton PL.B., C-Sgl. 9' Sldg. | 99 | $15,918.53 | $ 1,575,934.47 |
| Pickens Railroad | PICK 55406, 55408, 55409<br>NSL 100939-100946 | 50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. | 11 | $15,000.00 | $ 165,000.00 |
| | | | 992 | | $39,266,364.24 |

### TRAILERS

| | | | | | |
|---|---|---|---|---|---|
| Crab Orchard and Egyptian Railroad | SCOZ 202200-202399 | Piggyback Trailers | 113 | $ 9,602.13 | $ 1,085,040.69 |
| Crab Orchard and Egyptian Railroad | SCOZ 202550-202599 | Piggyback Trailers | 32 | $ 9,999.00 | $ 319,968.00 |
| Detroit, Toledo and Ironton Railway Company | SDTZ 200101-200168, 200170, 200200 | Piggyback Trailers | 99 | $10,050.80 | $ 995,029.20 |
| Hartford and Slocomb Railway Company | SHSZ 200200-200204, 200206-200211, 200213, 200215 | Piggyback Trailers | 13 | $ 9,999.00 | $ 129,987.00 |
| Maine Central Railroad Company | SMCZ 205651-205900 | Piggyback Trailers | 162 | $ 9,999.00 | $1,619,838.00 |
| Texas Mexican Railroad Company | STMZ 201000-201099 | Piggyback Trailers | 100 | $ 9,818.00 | $ 981,800.00 |
| Texas Mexican Railroad Company | STMZ 201100-201299 | Piggyback Trailers | 197 | $10,300.00 | $ 2,029,100.00 |
| Western Pacific Railroad Company | WPZ 271000-271574 | Piggyback Trailers | 377 | $ 9,999.00 | $ 3,769,623.00 |
| Western Pacific Railroad Company | SWPZ 272100-272199 | Piggyback Trailers | 38 | $ 9,602.13 | $ 364,880.94 |
| | | | 1,138 | | $11,295,266.83 |

### FLATCARS

| | | | | | |
|---|---|---|---|---|---|
| Crab Orchard and Egyptian Railroad | COER 100050-100099 | TOFC/COFC 70-Ton, 89'4" | 50 | $45,620.06 | $ 2,281,003.00 |
| Burlington Northern Railroad Company | SSIX 100101-100102 | 462'8" TOFC, 10-unit Articulated, FC | 2 | $300,000.00 | $ 600,000.00 |
| Texas Mexican Railroad Company | TM 400250-400299 | TOFC/COFC 70-Ton, 89'4" | 50 | $46,052.12 | $ 2,302,606.00 |
| | | | 102 | | $ 5,183,609.00 |

### GONDOLAS

| | | | | | |
|---|---|---|---|---|---|
| Grand Trunk Western | GTW 148000-148199 | 52'6", 100-Ton Gondola<br>PL.B., GB | 200 | $39,422.97 | $ 7,884,594.00 |
| | | | 200 | | $ 7,884,594.00 |

## SCHEDULE II

| Lease | Equipment Nos. | Units | Owner | Lender |
|---|---|---|---|---|
| Lease (not dated) between Itel Corp., Rail Division and Ahnapee & Western Railroad | AHWZ 201300-201599 | 298 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 6/1/78 between SSI Rail and Apache Railway Co. | APA 1850-1949 | 99 | FMC Finance | Travelers |
| | APA 1700-1799 | 100 | FMC Finance | Travelers |
| Lease dated 1/25/77 between SSI Rail and Apalachicola Northern Railroad | AN 5000-5199 | 198 | Bank of America | 1977:3 Lease 2 |
| | AN 5400-5549 | 150 | Mellon | Mellon |
| Lease dated 3/29/79 between Itel Corp., Rail Division and Ashley, Drew and Northern Railroad Company | ADN 8000-8099 | 98 | Budd | 1977:3 Lease 2 |
| | ADN 8150-8199 | 47 | Pittsburgh National | Pittsburgh National |
| | ADN 8100-8149 | 47 | Viking Yacht | 1977:3 Lease 4 |
| Lease dated 5/5/78 between Itel Corp., Rail Division and Atlanta and St. Andrews Bay Railway | ASBA 7000-7089 | 90 | FMC Leasing | FMC Leasing |
| | ASAB 7090-7099 | 10 | McDonnell Douglas | McDonnell Douglas |
| | ASAB 8000-8049 | 33 | Union Safe Deposit | Travelers |
| | ASAB 7150-7199 | 49 | Mellon | Mellon |
| | ASAB 8050-8099 | 48 | Mellon | Mellon |
| | ASAB 7100-7149 | 50 | Union Safe Deposit | Travelers |
| Lease dated 2/14/77 between SSI Rail and Chattahoochee Industrial Railroad | CIRR 90001-90077 | 76 | Rainier | Rainier |
| | CIRR 9078, 9079, 90081, 90083-90100 | 21 | Rainier | Rainier |
| | CIRR 94000-94105 | 16 | Union Safe Deposit | Travelers |
| Lease dated 10/12/76 between SSI Rail and Clarendon and Pittsford Railroad Co. | CLP 3001-3060 | 59 | Mellon | Mellon |
| Lease dated 4/29/77 between SSI Rail and Corinth & Counce Railroad Co. | CCR 6050-6149 | 100 | NCNB | NCNB |
| | CCR 6150-6288 | 139 | ITT | 1977:3 Lease 5 |
| | CCR 6290-6389 | 99 | Dial | 1977:3 Lease 6 |
| | CCR 6500-6649 | 148 | Itel Rail | Union Tidewater |

## SCHEDULE II

| Lease | Equipment Nos. | Units | Owner | Lender |
|---|---|---|---|---|
| Lease dated 2/9/77 between SSI Rail and Camino, Placerville & Lake Tahoe Railroad Company | CPLT 7700-7749 | 47 | Bank of America | 1977-3 Lease 2 |
| Lease dated 6/21/78 between Itel Corp., Rail Division and Crab Orchard & Egyptian Railroad | SCOZ 20400-202549 | 50 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 3/8/79 between Itel Corp., Rail Division and Green Bay and Western Railroad Co. | GBW 7050-7407 | 244 | General Electric Credit Corp. | General Electric Credit Corp. |
| | GBW 7450-7649 | 200 | U.S. Railway Leasing Co. | U.S. Railway Leasing Co. |
| Lease dated 7/1/82 between Itel Corp., Rail Division and Green Bay and Western Railroad Co. | GBW 8200-8299 | 100 | U.S. Railway Leasing Co. | U.S. Railway Leasing Co. |
| Lease dated 3/18/80 between Itel Corp., Rail Division and Grand Trunk Western Railroad Co. | SGWZ 206201-206400 | 79 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 1/2/76 SSI Rail and Green Mountain Railroad Co. | GMRC 627-649 | 22 | Seattle First | Seattle First |
| | GMRC 690-699 | 10 | SSI Rail | Birmingham Trust |
| | GMRC 600-626 | 26 | Seattle First | Seattle First |
| | GMRC 650-689 | 40 | SSI Rail | Birmingham Trust |
| | GMRC 700-749 | 50 | Schuler Industry | Schuler Industry |

## SCHEDULE II

| Lease | Equipment Nos. | Units | Owner | Lender |
|---|---|---|---|---|
| Lease dated 6/29/79 between Itel Corp., Rail Division and Hartford & Slocomb Railway Company | SHSZ 200000-200149 | 146 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 7/1/79 between Itel Corp., Rail Division and Hillsdale County Railroad Co. (Lease terminated) | SHCZ 20000-200099 | 197 | Fruehauf Finance | Fruehauf Finance |
| Lease dated 1/3/77 between SSI Rail and Lake Erie, Franklin & Clarion Railroad Co. | LEF 1000-1039 | 39 | Mellon | Mellon |
| Lease dated 3/26/76 between SSI Rail and Marinette, Tomahawk & Western Railroad Co. | MTW 4250-4299 | 99 | Manufacturers Hanover Leasing | Manufacturers Hanover Leasing |
| | MTW 4000-4049 | 50 | Schuler | Western Savings |
| | MTW 4050-4199 | 149 | Michigan National | Seattle First |
| Lease dated 7/26/78 between Itel Corp., Rail Division and Minnesota, Dakota & Western Railroad Co. | MDW 100000-10199 | 191 | Borg Warner | Travelers |
| Lease dated 6/17/77 between SSI Rail and New Orleans Public Belt Railroad | NOPB 4300-4498 | 49 | Itel Rail | Union Tidewater |
| Lease dated 7/21/77 between SSI Rail and North Louisiana & Gulf Railroad Co. | NLG 5701-5800 | 99 | U.S. Railway Leasing | U.S. Railway Leasing |
| Lease dated 3/26/76 between SSI Rail and Sabine River and Northern Co. | SRN 5000-5096 | 96 | SSI Rail | Citicorp Leasing |
| | SRN 5100-5149 | 50 | McDonnell Douglas | McDonnell Douglas |
| | SRN 5150-5199 | 48 | Schuler | Western Savings |
| | SRN 5200-5299 | 100 | Manufacturers Hanover Leasing | Manufacturers Hanover Leasing |

## SCHEDULE II

| Lease | Equipment Nos. | Units | Owner | Lender |
|---|---|---|---|---|
| Lease dated 12/23/77 between SSI Rail and Sabine River and Northern Co. | SRN 5350-5399 | 49 | North Carolina National Bank | NCNB |
| Lease dated 9/27/78 between Itel Corp., Rail Division and Sierra Railroad Co. | SERA 3000-3099 | 10 | FMC Leasing | FMC Leasing |
| Lease dated 3/26/76 between SSI and Valdosta Souther Railroad Co. | VSO 6000-6099<br>VSO 6100-6199<br>VSO 6250-6299 | 98<br>98<br>50 | Itel Rail<br>SSI Rail<br>Manufacturers Hanover Leasing | Union Tidewater<br>Citicorp<br>Manufactuers Hanover Leasing |
| Lease dated 12/23/77 SSI Rail and Valdosta Southern Railroad Co. | VSO 6300-6349 | 50 | North Carolina National Bank | North Carolina National Bank |
| Lease dated 12/10/75 between SSI Rail and Vermont Railways, Inc. | VTR 4018-4049<br>VTR 4100-4139<br>VTR 4050-4099<br>VTR 4027-4035 | 17<br>40<br>50<br>25 | Seattle First<br>McDonnell Douglas<br>SSI Rail<br>Seattle First | Seattle First<br>McDonnell Douglas<br>Birmingham Trust<br>Seattle First |
| Lease dated 5/16/80 between Itel Corp., Rail Division and Western Pacific Railroad Co. | SWPZ 272100-272199 | 61 | Fruehauf Finance | Fruehauf Finance |