

ITEL

RECORDATION NO. 14165-EE Filed 1426

AUG 21 1985 12 30 PM

IteI Rail Corporation

55 Francisco Street
San Francisco, California 94
(415) 984-4000

INTERSTATE COMMERCE COMMISSION

August 6, 1985

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

5-233A020



Dear Mr. Bayne:

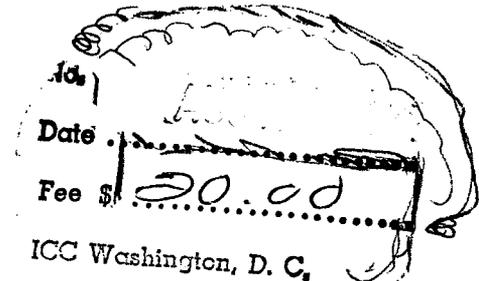
On behalf of IteI Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 16

Please record this document under Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among IteI Corporation, IteI Rail Corporation and First Security Bank of Utah, N.A., which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement dated as of July 26, 1978 between IteI Corporation, Rail Division and Valley and Siletz Railroad Company which was filed with the I.C.C. on January 19, 1979 under Recordation No. 10032. *(Cross index under this no.)*

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

- 1. IteI Corporation
55 Francisco Street
San Francisco, California 94133
- 2. IteI Rail Corporation
55 Francisco Street
San Francisco, California 94133



The equipment covered by this Supplement is one (1) XP boxcar bearing reporting mark MDW2060, fourteen (14) XP boxcars bearing reporting marks MDW2062-2075 and ten (10) XP boxcars bearing reporting marks MDW2077-2086.

Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt, and the letter from the I.C.C. acknowledging the filings.

Very truly yours,
Denise M. Bottarini
Denise M. Bottarini
Senior Legal Assistant

DMB/csh
Enclosures
cc: Howard Chabner
Robert Clark
Virginia Hanger
J. Michael Kelly

This one should be 14165-EE

Hand signed
C. [Signature]

Interstate Commerce Commission
Washington, D.C. 20423

8/21/85

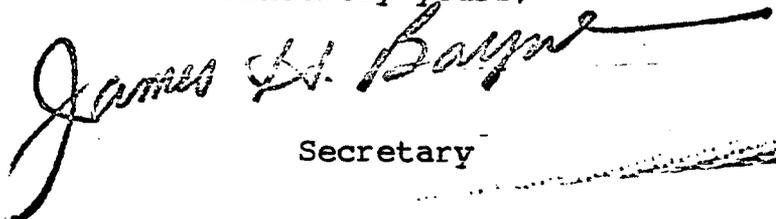
OFFICE OF THE SECRETARY

Denise M. Bottarini 1
Senior Legal Assist
Itel Rail Corporation
55 Francisco
San Francisco, Calif. 94133

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 8/21/85 at 12:50pm and assigned re-
recording number(s). 14165-EE

Sincerely yours,


Secretary

Enclosure(s)

07/25/85

RECORDATION NO. *14165 EE*
FILED 1425

AUG 21 1985 12 10 PM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 16 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 16, dated *August 1*, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among FIRST SECURITY BANK OF UTAH, N.A., as Trustee ("Trustee"), ITEL CORPORATION ("Itel") and ITEL RAIL CORPORATION, a Delaware corporation ("Itel Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of November 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 22, 1978 ("1978 Series 3 Equipment Trust") and given recordation number 9932; and

WHEREAS, the 1978 Series 3 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the VALLEY AND SILETZ RAILROAD COMPANY ("VS") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of July 26, 1978 (such Lease, together with any amendments or supplements thereto, called the "VS Lease"), pursuant to which Itel Rail leased to VS certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from with the series VS 2000 through and including VS 2149. Subsequently one unit of Trust Equipment bearing reporting mark VS 2076 was destroyed; and

WHEREAS, pursuant to Amendment No. 7 of the VS Lease dated July 2, 1984 and an Assignment Agreement dated July 2, 1984, the VS Lease was assigned to the MINNESOTA, DAKOTA AND WESTERN RAILROAD COMPANY ("MDW"); and

WHEREAS, accordingly, Itel Rail has changed the reporting marks of twenty-five (25) units of Trust Equipment from the previous VS reporting marks to the current MDW reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require Itel Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1F of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous twenty-five (25) VS reporting marks have been changed and remarked with the current twenty-five (25) MDW reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedule 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

ITEL CORPORATION

By: *[Signature]*

(Seal)

Attest:

[Signature]
Asst. Secretary

ITEL RAIL CORPORATION

By: *[Signature]*

(Seal)

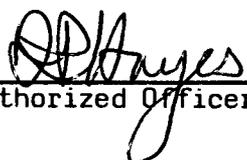
Attest:

[Signature]
Asst. Secretary

EXHIBIT A
CERTIFICATE OF REMARKING

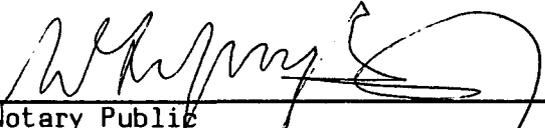
<u>Units of Trust Equipment</u>	<u>Previous VS Reporting Marks</u>	<u>Current MDW Reporting Marks</u>
1	VS 2060	MDW 2060
14	VS 2062- 2075	MDW 2062- 2075
10	VS 2077- 2086	MDW 2077- 2086

ITEL RAIL CORPORATION

By: 
Authorized Officer

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

On this 1st day of August, 1985, before me personally appeared Arnold E. Ditre, to me personally known, who being by me duly sworn says that such person is Chief Operating Officer of Itel Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:
11-14-86



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

On this 29th day of JULY, 1985, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:
5/6/86

