

6-078A040

**ITEL**

February 10, 1986

14165-NN  
Filed 1465  
MAR 19 1986 - 1 30 PM  
INTERSTATE COMMERCE COMMISSION

**IteI Rail Corporation**

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

\$20.00 Filing fee  
(10 of which cross indexing)

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

Dear Mr. Bayne:

On behalf of IteI Rail Corporation, I submit for filing and recording under 49 USC §11303(a), four (4) counterparts of **Supplement No. 26**.

Please record this Supplement under the 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 ICC on September 20, 1983 under Recordation No. 14165. Cross-index this Supplement to the Lease Agreement dated as of May 1, 1985 between IteI Rail Corporation and Burlington Northern Railroad Company, which was recorded with the ICC on August 7, 1985 under Recordation No. 14766. please cross index under 14766

The names and addresses of the parties to the aforementioned Supplement as listed below:

IteI Corporation  
55 Francisco Street  
San Francisco, California 94133

First Security Bank of Utah, N.A.  
Corporate Trust Division  
79 South Main Street  
Salt Lake City, Utah 84111

IteI Rail Corporation  
55 Francisco Street  
San Francisco, California 94133

The equipment covered by this Supplement is one hundred (100) boxcars which formerly bore reporting marks ALM 1000-1105 (n.s.) and currently bear reporting marks BN 377300-377399.

Also enclosed is a check for \$20 to cover the filing fees.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and the letter from the ICC acknowledging the filings.

Very truly yours,

6-078A040

*pschumacker*  
Patricia Schumacker

:ps  
Enclosures

cc: Robert S. Clark  
J. Michael Kelly

No. \_\_\_\_\_  
Date: MAR 19 1986  
Fee \$ 20.00  
ICC Washington, D.C.

MAR 13 1 25 PM '86

*This one is 14165-NN*

*Carol*

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

3/19/86

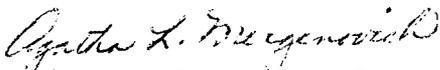
**OFFICE OF THE SECRETARY**

Patricia Schumacker  
IteI Rail Corporation  
55 Francisco Street  
San Francisco, Calif. 94133

Dear Ms. Schumacker :

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/19/86 at 1:30<sup>PM</sup> and assigned re-  
recording number (s). 14165-NN, 14165-00 & 14165-PP

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

14165-NN

14165-NN

01/23/86

MAR 19 1986 - 1 30 PM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 26 TO THE CONSOLIDATED,  
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT**

SUPPLEMENT NO. 26, dated January 29, 1986, 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 ("IteI")** and **ITEL RAIL CORPORATION**, a Delaware corporation ("IteI Rail").

**WHEREAS**, IteI and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of February 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on March 21, 1978 ("1978 Series 2 Equipment Trust") and given recordation number 9291; and

**WHEREAS**, the 1978 Series 2 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**, IteI Rail is the successor in interest to IteI Corporation, Rail Division, pursuant to IteI's Amended Plan of Reorganization which became effective on September 19, 1983; and

**WHEREAS**, IteI Rail and the **ARKANSAS AND LOUISIANA MISSOURI RAILWAY COMPANY ("ALM")** are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of June 14, 1977 (such Lease, together with any amendments or supplements thereto, called the "ALM Lease"), pursuant to which IteI Rail leased to ALM certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series ALM 1000 through and including ALM 1149. Subsequently, two units of Trust Equipment bearing reporting marks ALM 1073 and ALM 1082 were destroyed; and

**WHEREAS**, pursuant to Amendment No. 4 of the ALM Lease dated July 23, 1985, the ALM Lease was terminated with respect to certain Equipment including one hundred (100) units of Trust Equipment bearing reporting marks from within the series ALM 1000 through and including ALM 1149 ("Terminated Trust Equipment"); and

**WHEREAS**, IteI Rail has leased these one hundred (100) units of Terminated Trust Equipment to the **BURLINGTON NORTHERN RAILROAD COMPANY ("BN")** by means of a Lease dated May 1, 1985; and

**WHEREAS**, IteI Rail has changed the reporting marks of these one hundred (100) units of Terminated Trust Equipment from the previous ALM reporting marks to the current BN 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 1E of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous one hundred (100) ALM reporting marks have been changed and remarked with the current one hundred (100) BN 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]  
Secretary

FIRST SECURITY BANK OF UTAH, N.A.

By: [Signature]  
Authorized Officer

(Seal)

Attest:

[Signature]  
Authorized Officer

**EXHIBIT A**  
**CERTIFICATE OF REMARKING**

<u>Units of Trust Equipment</u>	<u>Previous ALM Reporting Marks</u>	<u>Current BN Reporting Marks</u>
100	ALM 1000	BN 377300
	ALM 1001	BN 377301
	ALM 1002	BN 377302
	ALM 1003	BN 377303
	ALM 1004	BN 377304
	ALM 1005	BN 377305
	ALM 1006	BN 377306
	ALM 1007	BN 377307
	ALM 1008	BN 377308
	ALM 1009	BN 377309
	ALM 1010	BN 377310
	ALM 1011	BN 377311
	ALM 1012	BN 377312
	ALM 1013	BN 377313
	ALM 1014	BN 377314
	ALM 1015	BN 377315
	ALM 1016	BN 377316
	ALM 1017	BN 377317
	ALM 1018	BN 377318
	ALM 1019	BN 377319
	ALM 1020	BN 377320
	ALM 1021	BN 377321
	ALM 1022	BN 377322
	ALM 1023	BN 377323
	ALM 1024	BN 377324
	ALM 1025	BN 377325
	ALM 1026	BN 377326
	ALM 1027	BN 377327
	ALM 1028	BN 377328
	ALM 1029	BN 377329
	ALM 1030	BN 377330

**EXHIBIT A**  
**CERTIFICATE OF REMARKING**  
(continued)

<u>Units of Trust Equipment</u>	<u>Previous ALM Reporting Marks</u>	<u>Current BN Reporting Marks</u>
	ALM 1031	BN 377331
	ALM 1032	BN 377332
	ALM 1033	BN 377333
	ALM 1034	BN 377334
	ALM 1035	BN 377335
	ALM 1036	BN 377336
	ALM 1037	BN 377337
	ALM 1038	BN 377338
	ALM 1039	BN 377339
	ALM 1040	BN 377340
	ALM 1041	BN 377341
	ALM 1042	BN 377342
	ALM 1043	BN 377343
	ALM 1044	BN 377344
	ALM 1046	BN 377345
	ALM 1047	BN 377346
	ALM 1048	BN 377347
	ALM 1049	BN 377348
	ALM 1050	BN 377349
	ALM 1051	BN 377350
	ALM 1052	BN 377351
	ALM 1053	BN 377352
	ALM 1054	BN 377353
	ALM 1055	BN 377354
	ALM 1056	BN 377355
	ALM 1057	BN 377356
	ALM 1058	BN 377357
	ALM 1059	BN 377358
	ALM 1060	BN 377359
	ALM 1061	BN 377360

EXHIBIT A

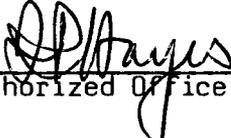
CERTIFICATE OF REMARKING  
(continued)

<u>Units of Trust Equipment</u>	<u>Previous ALM Reporting Marks</u>	<u>Current BN Reporting Marks</u>
	ALM 1062	BN 377361
	ALM 1063	BN 377362
	ALM 1064	BN 377363
	ALM 1065	BN 377364
	ALM 1066	BN 377365
	ALM 1067	BN 377366
	ALM 1068	BN 377367
	ALM 1069	BN 377368
	ALM 1070	BN 377369
	ALM 1071	BN 377370
	ALM 1072	BN 377371
	ALM 1076	BN 377372
	ALM 1077	BN 377373
	ALM 1078	BN 377374
	ALM 1079	BN 377375
	ALM 1080	BN 377376
	ALM 1081	BN 377377
	ALM 1083	BN 377378
	ALM 1084	BN 377379
	ALM 1085	BN 377380
	ALM 1086	BN 377381
	ALM 1087	BN 377382
	ALM 1088	BN 377383
	ALM 1089	BN 377384
	ALM 1090	BN 377385
	ALM 1091	BN 377386
	ALM 1092	BN 377387
	ALM 1093	BN 377388
	ALM 1094	BN 377389
	ALM 1095	BN 377390

**EXHIBIT A**  
**CERTIFICATE OF REMARKING**  
(continued)

<u>Units of Trust Equipment</u>	<u>Previous ALM Reporting Marks</u>	<u>Current BN Reporting Marks</u>
	ALM 1096	BN 377391
	ALM 1097	BN 377392
	ALM 1098	BN 377393
	ALM 1099	BN 377394
	ALM 1100	BN 377395
	ALM 1102	BN 377396
	ALM 1103	BN 377397
	ALM 1104	BN 377398
	ALM 1105	BN 377399

**ITEL RAIL CORPORATION**

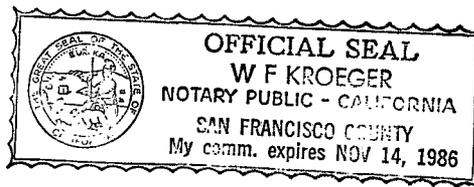
By:   
Authorized Officer

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

On this 10 day of February, 1986, before me personally appeared Rod F. Dammeier, to me personally known, who being by me duly sworn says that such person is President of ITEL Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

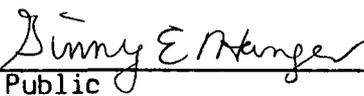
My commission expires:  
11-14-86



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

On this 29th day of January, 1986, 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 and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



  
\_\_\_\_\_  
Notary Public

My commission expires:  
May 6, 1988

STATE OF UTAH )  
 ) ss:  
COUNTY OF SALT LAKE )

On this 20<sup>th</sup> day of February, 1986, before me personally appeared Robert J. Clark, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed and sealed on behalf of said national banking association signed by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

David B. Smith  
Notary Public

My commission expires:

10-16-88