

6-078A040

ITEL

February 10, 1986

Itel Rail Corporation

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

14165-PP
Filed 1425
MAR 19 1986 - 1 30 PM

INTERSTATE COMMERCE COMMISSION

*"20.00 filing fee
(10 of which is cross indexing)*

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

Dear Mr. Bayne:

On behalf of Itel Rail Corporation, I submit for filing and recording under 49 USC §11303(a), four (4) counterparts of **Supplement No. 37**.

Please record this Supplement under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982, among Itel Corporation, Itel 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 April 25, 1978 between Itel Corporation, Rail Division, as predecessor in interest to Itel Rail Corporation, and Mississippi Export Railroad Company, which was recorded with the ICC on June 27, 1978 under Recordation No. 9460.

*Has one
to
14165-PP*

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

Itel 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

Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133

The equipment covered by this Supplement is twenty-four (24) boxcars which formerly bore reporting marks APA 1826-1849 and currently bear reporting marks MSE 1825-1848.

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,

pschumacker
Patricia Schumacker

No. _____
Date **MAR 19 1986**
Fee \$ 20.00
ICC Washington, D.C.

:ps
Enclosures

cc: Robert S. Clark
J. Michael Kelly

G. H. Harrison
Patricia Schumacker
Clark

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01/23/86

14165-PP
Filed 1428

MAR 19 1986 -1 30 PM

**SUPPLEMENT NO. 37 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT**

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 37, 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 ("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 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, 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 **APACHE RAILWAY COMPANY ("APA")** 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 1, 1976 (such Lease, together with any amendments or supplements thereto, called the "APA Lease"), pursuant to which Itel Rail leased to APA certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series APA 1800 through and including 1849. Subsequently one unit of Trust Equipment bearing reporting mark APA 1809 was destroyed; and

WHEREAS, pursuant to a termination notice dated October 2, 1985, the APA Lease was terminated with respect to certain Equipment including twenty-four (24) units of Trust Equipment bearing reporting marks from within the series APA 1826 through and including 1849 ("Terminated Trust Equipment").

WHEREAS, Itel Rail has leased these twenty-four (24) units of Terminated Trust Equipment to the **MISSISSIPPI EXPORT RAILROAD COMPANY ("MSE")** by means of Amendment No. 3 dated October 28, 1985 to the Lease Agreement dated April 25, 1978 between Itel and MSE; and

WHEREAS, Itel Rail has changed the reporting marks of these twenty-four (24) units of Terminated Trust Equipment from the previous APA reporting marks to the current MSE 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 twenty-four (24) APA reporting marks have been changed and remarked with the current twenty-four (24) MSE 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.

(Seal)

Attest:

[Signature]
Asst. Secretary

ITEL CORPORATION

By: *[Signature]*

(Seal)

Attest:

[Signature]
Asst. Secretary

ITEL RAIL CORPORATION

By: *[Signature]*

(Seal)

Attest:

[Signature]
Authorized Officer

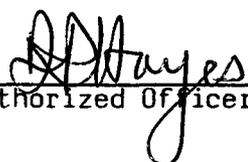
FIRST SECURITY BANK OF UTAH, N.A.

By: *[Signature]*
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

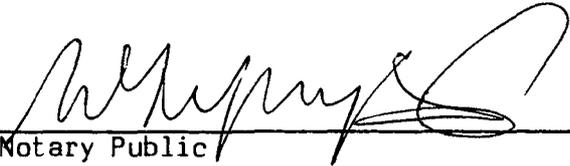
<u>Units of Trust Equipment</u>	<u>Previous APA Reporting Marks</u>	<u>Current MSE Reporting Marks</u>
24	APA 1849	MSE 1825
	APA 1826	MSE 1826
	APA 1827	MSE 1827
	APA 1828	MSE 1828
	APA 1829	MSE 1829
	APA 1830	MSE 1830
	APA 1831	MSE 1831
	APA 1832	MSE 1832
	APA 1833	MSE 1833
	APA 1834	MSE 1834
	APA 1835	MSE 1835
	APA 1836	MSE 1836
	APA 1837	MSE 1837
	APA 1838	MSE 1838
	APA 1839	MSE 1839
	APA 1840	MSE 1840
	APA 1841	MSE 1841
	APA 1842	MSE 1842
	APA 1843	MSE 1843
	APA 1844	MSE 1844
	APA 1845	MSE 1845
	APA 1846	MSE 1846
	APA 1847	MSE 1847
	APA 1848	MSE 1848

ITEL RAIL CORPORATION

By: 
Authorized Officer

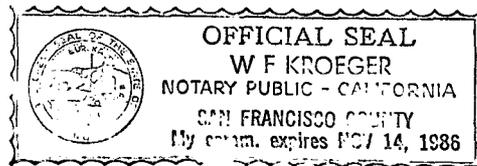
STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 10 day of February, 1986, before me personally appeared Rod F. Dammeyer, 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

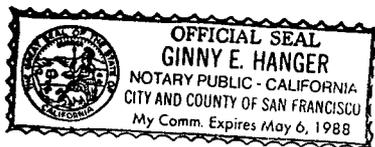
My commission expires:

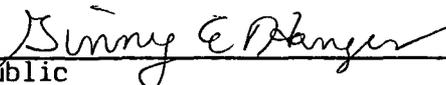
11-14-86



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 30th day of February, 1986, before me personally appeared Robert S. 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