

ITEL

April 14, 1986

REGISTRATION NO. 14165-SS Filed 1425

MAY 20 1986 -3 00 PM

INTERSTATE COMMERCE COMMISSION

IteI Rail Corporation

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

\$20.00 filing fee

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

Re: Supplement No. 44 to the Consolidated, Amended, and Restated Equipment Trust Agreement - North Louisiana and Gulf Railroad Company Sublease of September 24, 1984

Dear Mr. Bayne:

On behalf of IteI Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$20 covering the recordation fee.

Please record this Supplement under Recordation No. 14165 and cross-index same with the Sublease Agreement dated September 24, 1984 between East Camden and Highland Railroad Company and North Louisiana and Gulf Railroad Company, which was filed with the ICC on January 15, 1985 and given Recordation No. 14548. *Cross index under 14548*

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

IteI Rail Corporation (on behalf of Sublessor)
55 Francisco Street
San Francisco, California 94133

North Louisiana & Gulf Railroad Company (Sublessee)
Post Office Drawer 550
Hodge, Louisiana 71247

6-140A047
No.
Date MAY 20 1986
Fee \$ 20.00
ICC Washington, D.C.

The equipment covered by this Supplement is fifty (50) 70-ton, Plate C, XM boxcars bearing reporting marks NLG 5601-5650.

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

Very truly yours,

Josie Villaflora
Josie Villaflora
Legal Assistant

JV:ps
Enclosures

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

this one is 14165-SS

Handwritten signature/initials

Interstate Commerce Commission

Washington, D.C. 20423

5/20/86

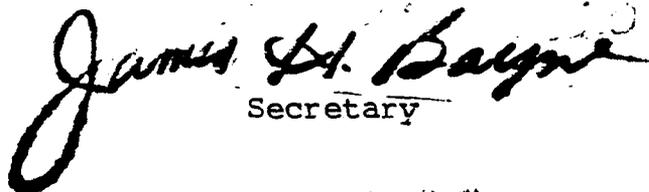
OFFICE OF THE SECRETARY

Josie Villaflores
Legal Assistant
Itel Rail Corp.
55 Francisco St.
San Francisco, Calif. 94133

Dear Ms. Villaflores:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/20/86 at 3:00pm and assigned re-
recording number(s). 14165-SS & 14165-TT

Sincerely yours,


Secretary

Enclosure(s)

SE-30
(7/79)

14165-SS
Filed 1465

MAY 20 1986 -3 00 PM

04/03/86

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 44 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT**

SUPPLEMENT NO. 44, dated April 4, 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 March 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 **EAST CAMDEN AND HIGHLAND RAILROAD COMPANY ("EACH")** are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the Agreement) dated as of April 26, 1978 (such Lease, together with any amendments or supplements thereto, called the "EACH Lease"), pursuant to which Itel Rail leased to EACH certain units of Trust Equipment (as defined in the ETC Modification Agreement) which are units bearing reporting marks within the series EACH 2001 through and including 2161; and

WHEREAS, EACH and **NORTH LOUISIANA AND GULF RAILROAD COMPANY ("NLG")** are parties to a Sublease (as defined in the ETC Modification Agreement) of Equipment dated as of September 24, 1984, (such Sublease, together with any amendments or supplements thereto, called "the Sublease"). EACH and NLG entered into Amendment No. 1 dated December 20, 1985 to the Sublease, pursuant to which EACH subleased to NLG fifty (50) units of the Trust Equipment included in the EACH Lease; and

WHEREAS, Itel Rail has changed the reporting marks of these fifty (50) units of Trust Equipment from the previous EACH reporting marks to the current NLG reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification 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 Agreement, the parties agree as follows:

SECTION 1. Schedule 1E of the ETC Modification is supplemented by Exhibit A which reflects that the previous fifty (50) EACH reporting marks have been changed and remarked with the current fifty (50) NLG 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 as set forth in Exhibit A and to supplement Schedules 1A-1G of the ETC Modification. 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: *Kod Hammer*

(Seal)

Attest:

Jois Chau
Asst. Secretary

ITEL RAIL CORPORATION

By: *DP Hayes*
Desmond P. Hayes
President

(Seal)

Attest:

Howard L. Chabner
Howard L. Chabner
Assistant Secretary

FIRST SECURITY BANK OF UTAH, N.A.

By: *Val F. Ostr*
Authorized Officer

(Seal)

Attest:

Karen M. Bous
Authorized Officer

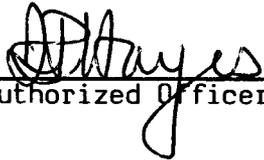
EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous EACH Reporting Marks</u>	<u>Current NLG Reporting Marks</u>
50	2086	5601
	2077	5602
	2081	5603
	2114	5604
	2023	5605
	2078	5606
	2110	5607
	2036	5608
	2029	5609
	2019	5610
	2010	5611
	2015	5612
	2027	5613
	2056	5614
	2107	5615
	2071	5616
	2092	5617
	2124	5618
	2137	5619
	2150	5620
	2063	5621
	2093	5622
	2096	5623
	2080	5624
	2057	5625
	2059	5626
	2053	5627
	2095	5628
	2047	5629
	2068	5630
	2069	5631
	2073	5632
	2101	5633
	2138	5634
	2118	5635
	2130	5636
	2105	5637
	2025	5638
	2004	5639
	2008	5640

EXHIBIT A
CERTIFICATE OF REMARKING
Page 2

<u>Units of Trust Equipment</u>	<u>Previous EACH Reporting Marks</u>	<u>Current NLG Reporting Marks</u>
	2061	5641
	2125	5642
	2135	5643
	2006	5644
	2108	5645
	2115	5646
	2120	5647
	2152	5648
	2014	5649
	2134	5650

ITEL RAIL CORPORATION

By: 
Authorized Officer

CALIFORNIA
STATE OF ~~ILLINOIS~~)
) ss.
COUNTY OF SAN FRANCISCO)

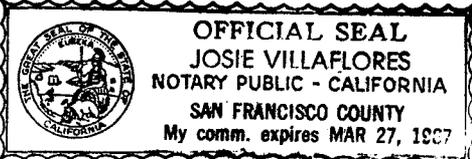
On this 10th day of April, 1986, before me personally appeared RON DAMMEYER, to me personally known, who being by me duly sworn says that such person is President of Itel Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors,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



Josie Villaflores
Notary Public

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

On this 4th day of April, 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.



Josie Villaflores
Notary Public

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

On this 16th day of May, 1985, before me personally appeared VAL T. ORTON, 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.

Lorraine L. Lortie
Notary Public

My commission expires:
My Commission Expires April 30, 1990