

# ITEL

## Itel Rail Corporation

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

June 11, 1985

RECORDATION NO. 14165 *BB*  
File # 1425  
No. 5-204A188  
Date JUL 23 1985  
Fee \$ 20.00  
JUL 23 1985 1 25 PM  
INTERSTATE COMMERCE COMMISSION ICC Washington, D.C.

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

Dear Mr. Bayne:

On behalf of Itel 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. 22 to the Consolidated, Amended and Restated Equipment Trust Agreement Dated as of January 1, 1982.

Please record this document 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 I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement dated September 23, 1983 between Itel Rail Corporation and McCloud River Railroad Company which was filed with the I.C.C. on February 8, 1985 and given Recordation No. 14569. *(Cross index)*

*this should be 14165-BB*

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

1. Itel Corporation  
55 Francisco Street  
San Francisco, California 94133
2. Itel Rail Corporation  
55 Francisco Street  
San Francisco, California 94133
3. First Security Bank of Utah, N.A.  
Corporate Trust Division  
79 South Main Street  
Salt Lake City, Utah 84111

JUL 23 1 17 PM '85  
MOTOR OPERATING UNIT  
ICC OFFICE OF THE SECRETARY

The equipment covered by this Supplement is thirty-five (35) boxcars bearing reporting marks MR 7040-7074.

*Column 1 of 1*  
*[Handwritten signature]*

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,

A handwritten signature in cursive script that reads "Denise M. Bottarini".

Denise M. Bottarini  
Legal Assistant

/vdv  
encl.

cc: Howard Chabner  
Robert Clark  
J. Michael Kelly  
Virginia Hanger

06/03/85

SUPPLEMENT NO. 22 TO THE CONSOLIDATED,  
 AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT  
 DATED AS OF JANUARY 1, 1982

RECORDATION NO. 14165-BB  
 Filed 1425

JUL 23 1985 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 22, dated May 30, 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 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 CITY OF PRINEVILLE RAILROAD CORPORATION ("COP") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of April 26, 1977 (such Lease, together with any amendments or supplements thereto, called the "COP Lease"), pursuant to which Itel Rail leased to COP certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series COP 7201 through and including COP 7399. Subsequently four units of Trust Equipment bearing reporting marks COP 7214, COP 7287, COP 7310 and COP 7323 were destroyed; and

WHEREAS, pursuant to a Settlement Agreement dated October 6, 1982, the COP Lease was terminated with respect to certain Equipment including thirty-five (35) units of Trust Equipment bearing reporting marks COP 7209, COP 7226, COP 7229, COP 7230, COP 7234, COP 7243, COP 7244, COP 7246, COP 7248, COP 7249, COP 7251, COP 7262, COP 7271, COP 7281, COP 7283, COP 7294, COP 7296, COP 7301, COP 7302, COP 7325, COP 7330, COP 7332, COP 7337, COP 7343, COP 7345, COP 7350, COP 7354, COP 7362, COP 7366, COP 7368, COP 7377, COP 7380, COP 7391, COP 7395 and COP 7398 ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these thirty-five (35) units of Terminated Trust Equipment to the MC CLOUD RIVER RAILROAD COMPANY ("MR") by means of a Lease dated September 23, 1983; and

