

ITEL

Itel Rail Corporation

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

July 15, 1985

RECORDATION NO. 14165-Z Filed & Recorded

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

JUL 16 1985 12:30 PM

INTERSTATE COMMERCE COMMISSION

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. 9

Please record this document under 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. This document relates to the Lease Agreement dated as of October 19, 1984 between Itel Rail Corporation and Sabine River and Northern Railroad Company which was filed under Recordation No. 14165-M on December 3, 1984.

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

ICC OFFICE OF
THE SECRETARY
JUL 16 12 25 PM '85
MOTOR OPERATING UNIT

The equipment covered by this Supplement is fifty (50) boxcars bearing reporting marks SN 5400 - 5449.

No. 5-197A09C
Date JUL 16 1985
Fee \$ 10.00
ICC Washington, D.C.

we think this one will be 14165-Z
Hand Sealed
[Signature]

Hon. James H. Bayne, Secretary
July 15, 1985
Page 2

Enclosed is a check for \$10.00 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
Senior Legal Assistant

DMB/wf
encl.

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

Interstate Commerce Commission
Washington, D.C. 20423

7/16/85

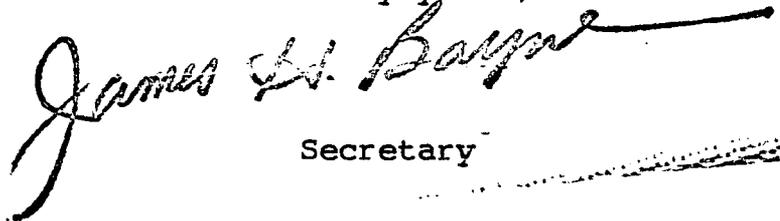
OFFICE OF THE SECRETARY

Denise M. Bottarini
Senior Legal Assistant
IteI Rail Corporation
55 Francisco Street
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 7/16/85 at 12:30pm and assigned re-
recording number (s) . 14165-Z

Sincerely yours,


Secretary

Enclosure (s)

06/24/85

RECORDATION NO. 14165-Z Filed & Recorded

JUL 16 1985 12-3 0 PM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 9 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 9, dated July 3, 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 CITY OF NEW ORLEANS APPEARING THROUGH THE PUBLIC BELT RAILROAD COMMISSION FOR THE CITY OF NEW ORLEANS ("NOPB") 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 17, 1977 (such Lease, together with any amendments or supplements thereto, called the "NOPB Lease"), pursuant to which Itel Rail leased to NOPB certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series NOPB 3500 through and including NOPB 4099. Subsequently, one (1) unit of Trust Equipment bearing reporting mark NOPB 4080 was destroyed and one (1) unit of Trust Equipment bearing reporting mark NOPB 4099 was never built; and

WHEREAS, pursuant to Amendment No. 7 of the NOPB Lease dated October 19, 1984, the NOPB Lease was terminated with respect to certain Equipment including fifty (50) units of Trust Equipment ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these fifty (50) units of Terminated Trust Equipment to the SABINE RIVER AND NORTHERN RAILROAD COMPANY ("SRN") by means of a Lease dated October 19, 1984; and

WHEREAS, Itel Rail has changed the reporting marks of these fifty (50) units of Terminated Trust Equipment from the previous NOPB reporting marks to the current SRN 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 fifty (50) NOPB reporting marks have been changed and remarked with the current fifty (50) SRN 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:

Mark S. Bunker
Secretary

(Seal)

Attest:

Edward S. Chalover
Secretary

Asst.

(Seal)

Attest:

Val T. Ott
Authorized Officer

ITEL CORPORATION

By: [Signature]

ITEL RAIL CORPORATION

By: [Signature]

FIRST SECURITY BANK OF UTAH, N.A.

By: [Signature]
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous NOPB Reporting Marks</u>	<u>Current SRN Reporting Marks</u>
50	NOPB 3610	SRN 5400
	3624	5401
	3625	5402
	3631	5403
	3644	5404
	3650	5405
	3656	5406
	3665	5407
	3682	5408
	3683	5409
	3596	5410
	3711	5411
	3724	5412
	3731	5413
	3756	5414
	3551	5415
	3573	5416
	3587	5417
	3588	5418
	3592	5419
	3597	5420
	3603	5421
	3609	5422
	3616	5423
	3623	5424
	3626	5425
	3574	5426
	3637	5427
	3645	5428
	3647	5429
	3667	5430
	3674	5431
	3687	5432
	3694	5433
	3699	5434
	3701	5435
	3702	5436
	3704	5437
	3709	5438
	3746	5439
	3749	5440
	3765	5441

EXHIBIT A
(Continued)

CERTIFICATE OF REMARKING

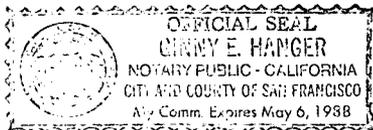
<u>Units of Trust Equipment</u>	<u>Previous NOPB Reporting Marks</u>	<u>Current SRN Reporting Marks</u>
	3771	5442
	3557	5443
	3590	5444
	3607	5445
	3634	5446
	3673	5447
	3690	5448
	3727	5449

ITEL RAIL CORPORATION

By: 
Authorized Officer

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

On this 3rd day of July, 1985, before me personally appeared Arnold E. Ditt, 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 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.



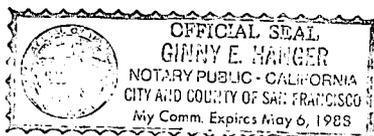
Ginny E. Hanger
Notary Public

My commission expires:

May 6, 1988

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

On this 30th day of June, 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 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.



Ginny E. Hanger
Notary Public

My commission expires:

May 6, 1988

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

On this 12th day of July, 1985, 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.

Elizabeth M. Webb
Notary Public

My commission expires:

May 31 1989