

RECORDATION NO. 14165-FF Filed 1488

SEP 25 1985 -1 45 PM

ITEL

INTERSTATE COMMERCE COMMISSION

IteI Rail Corporation

September 20, 1985

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

5-268A125
No. SEP 25 1985

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

Date _____
Fee \$ 20.00

Dear Mr. Bayne:

FILE FIRST

ICC Washington, D.C.

On behalf of IteI 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. 17

*this one is
14165-FF*

Please record this document under 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 I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Sublease Agreement dated as of July 3, 1984 between Minnesota, Dakota and Western Railroad Company and Burlington Northern Railroad Company which was recorded with the I.C.C. under Recordation No. 14605 on March 28, 1985.

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

1. IteI Corporation
55 Francisco Street
San Francisco, California 94133
2. IteI Rail Corporation
55 Francisco Street
San Francisco, California 94133

The equipment covered by this Supplement is one hundred twenty-three (123) boxcars bearing reporting marks BN 377000-377123.

within the series (37712/omitted)

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,

Denise M. Bottarini

Denise M. Bottarini
Senior Legal Assistant

SEP 25 1 35 PM '85
MOTOR CARRIER UNIT
ICC OFFICE OF
REGISTRATION

Howard Chabner
Robert Clark
J. Michael Kelly

/vdy/18
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly

09/11/85

SEP 25 1985 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 17 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 17, dated September 19, 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 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 **VALLEY AND SILETZ RAILROAD COMPANY** ("VS") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of July 26, 1978, (such Lease, together with any amendments or supplements thereto, called the "VS Lease"), pursuant to which Itel Rail leased to VS certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from with the series VS 2000 through and including VS 2149. Subsequently one unit of Trust Equipment bearing reporting mark VS 2076 was destroyed. The VS Lease was assigned to the **MINNESOTA, DAKOTA AND WESTERN RAILROAD COMPANY** ("MDW") pursuant to an Assignment Agreement dated as of July 2, 1984; and

WHEREAS, MDW and **BURLINGTON NORTHERN RAILROAD COMPANY** ("BN") are parties to a Sublease (as defined in the ETC Modification Agreement) of Equipment dated as of July 3, 1984, (such Sublease, together with any amendments or supplements thereto, called "the Sublease") pursuant to which MDW subleased to BN one hundred twenty-four (124) units of the Trust Equipment included in the VS Lease. Subsequently, one (1) unit of Trust Equipment bearing reporting marks VS 2096 was destroyed; and

WHEREAS, Itel Rail has changed the reporting marks of these one hundred twenty-three (123) units of Trust Equipment from the previous VS 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 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 one hundred twenty-three (123) reporting marks have been changed and remarked with the current one hundred twenty-three (123) 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 Schedules 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: A E D itri

(Seal)

Attest:

 [Signature]
Asst. Secretary

ITEL RAIL CORPORATION

By: [Signature]

(Seal)

Attest:

 Howard S. Chabon
Asst. Secretary

EXHIBIT A
CERTIFICATE OF REMARKING

| <u>Units of Trust Equipment</u> | <u>Previous VS Reporting Marks</u> | <u>Current BN Reporting Marks</u> |
|-------------------------------------|--|---|
| 123 | VS 2100 | BN 377000 |
| | VS 2101 | BN 377001 |
| | VS 2102 | BN 377002 |
| | VS 2103 | BN 377003 |
| | VS 2104 | BN 377004 |
| | VS 2105 | BN 377005 |
| | VS 2106 | BN 377006 |
| | VS 2107 | BN 377007 |
| | VS 2108 | BN 377008 |
| | VS 2109 | BN 377009 |
| | VS 2110 | BN 377010 |
| | VS 2111 | BN 377011 |
| | VS 2112 | BN 377012 |
| | VS 2113 | BN 377013 |
| | VS 2114 | BN 377014 |
| | VS 2115 | BN 377015 |
| | VS 2116 | BN 377016 |
| | VS 2117 | BN 377017 |
| | VS 2118 | BN 377018 |
| | VS 2119 | BN 377019 |
| | VS 2120 | BN 377020 |
| | VS 2121 | BN 377021 |
| | VS 2122 | BN 377022 |
| | VS 2123 | BN 377023 |
| | VS 2124 | BN 377024 |
| | VS 2125 | BN 377025 |
| | VS 2126 | BN 377026 |
| | VS 2127 | BN 377027 |
| | VS 2128 | BN 377028 |
| | VS 2129 | BN 377029 |
| | VS 2130 | BN 377030 |
| | VS 2131 | BN 377031 |
| | VS 2132 | BN 377032 |
| | VS 2133 | BN 377033 |
| | VS 2134 | BN 377034 |
| | VS 2135 | BN 377035 |
| | VS 2136 | BN 377036 |
| | VS 2137 | BN 377037 |
| | VS 2138 | BN 377038 |
| | VS 2139 | BN 377039 |
| | VS 2140 | BN 377040 |

EXHIBIT A
CERTIFICATE OF REMARKING

| <u>Units of Trust Equipment</u> | <u>Previous VS Reporting Marks</u> | <u>Current BN Reporting Marks</u> |
|-------------------------------------|--|---|
| | VS 2141 | BN 377041 |
| | VS 2142 | BN 377042 |
| | VS 2143 | BN 377043 |
| | VS 2144 | BN 377044 |
| | VS 2145 | BN 377045 |
| | VS 2146 | BN 377046 |
| | VS 2147 | BN 377047 |
| | VS 2148 | BN 377048 |
| | VS 2149 | BN 377049 |
| | VS 2035 | BN 377050 |
| | VS 2036 | BN 377051 |
| | VS 2037 | BN 377052 |
| | VS 2038 | BN 377053 |
| | VS 2039 | BN 377054 |
| | VS 2040 | BN 377055 |
| | VS 2043 | BN 377056 |
| | VS 2045 | BN 377057 |
| | VS 2049 | BN 377058 |
| | VS 2050 | BN 377059 |
| | VS 2052 | BN 377060 |
| | VS 2054 | BN 377061 |
| | VS 2055 | BN 377062 |
| | VS 2057 | BN 377063 |
| | VS 2059 | BN 377064 |
| | VS 2000 | BN 377065 |
| | VS 2001 | BN 377066 |
| | VS 2002 | BN 377067 |
| | VS 2003 | BN 377068 |
| | VS 2004 | BN 377069 |
| | VS 2005 | BN 377070 |
| | VS 2006 | BN 377071 |
| | VS 2007 | BN 377072 |
| | VS 2008 | BN 377073 |
| | VS 2009 | BN 377074 |
| | VS 2010 | BN 377075 |
| | VS 2011 | BN 377076 |
| | VS 2012 | BN 377077 |
| | VS 2013 | BN 377078 |
| | VS 2014 | BN 377079 |
| | VS 2015 | BN 377080 |
| | VS 2016 | BN 377081 |

EXHIBIT A
CERTIFICATE OF REMARKING

| <u>Units of Trust Equipment</u> | <u>Previous VS Reporting Marks</u> | <u>Current BN Reporting Marks</u> |
|-------------------------------------|--|---|
| | VS 2017 | BN 377082 |
| | VS 2018 | BN 377083 |
| | VS 2019 | BN 377084 |
| | VS 2020 | BN 377085 |
| | VS 2021 | BN 377086 |
| | VS 2022 | BN 377087 |
| | VS 2023 | BN 377088 |
| | VS 2024 | BN 377089 |
| | VS 2025 | BN 377090 |
| | VS 2026 | BN 377091 |
| | VS 2027 | BN 377092 |
| | VS 2028 | BN 377093 |
| | VS 2029 | BN 377094 |
| | VS 2030 | BN 377095 |
| | VS 2031 | BN 377096 |
| | VS 2032 | BN 377097 |
| | VS 2033 | BN 377098 |
| | VS 2034 | BN 377099 |
| | VS 2041 | BN 377100 |
| | VS 2042 | BN 377101 |
| | VS 2044 | BN 377102 |
| | VS 2046 | BN 377103 |
| | VS 2047 | BN 377104 |
| | VS 2048 | BN 377105 |
| | VS 2051 | BN 377106 |
| | VS 2053 | BN 377107 |
| | VS 2056 | BN 377108 |
| | VS 2058 | BN 377109 |
| | VS 2061 | BN 377110 |
| | VS 2087 | BN 377111 |
| | VS 2088 | BN 377112 |
| | VS 2089 | BN 377113 |
| | VS 2090 | BN 377114 |
| | VS 2091 | BN 377115 |
| | VS 2092 | BN 377116 |
| | VS 2093 | BN 377117 |
| | VS 2094 | BN 377118 |
| | VS 2095 | BN 377119 |

EXHIBIT A
CERTIFICATE OF REMARKING

Units of
Trust Equipment

Previous
VS
Reporting Marks

Current
BN
Reporting Marks

VS 2097
VS 2098
VS 2099

BN 377121
BN 377122
BN 377123

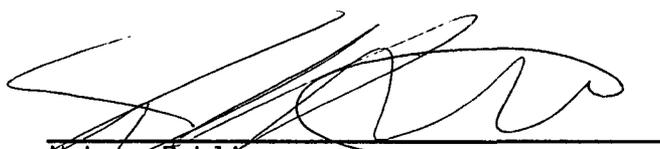
ITEL RAIL CORPORATION

By: _____

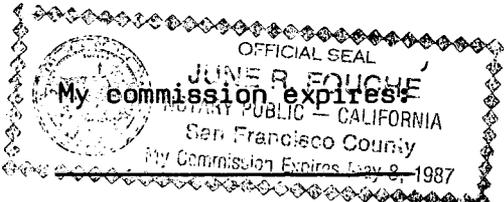
AP Hayes
Authorized Officer

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

On this 19 day of September, 1985, before me personally appeared Arnold Ditis, to me personally known, who being by me duly sworn says that such person is Interim Chief Executive Officer of ITEL Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

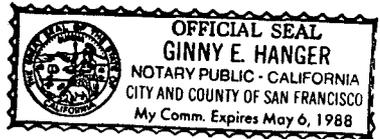


STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 18th day of September, 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 on behalf of said corporation by authority of its board of directors, and 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