

5-336A014

RECORDATION NO. 14165 ^{KK} Filed 1985

ITEL

No. _____
Date DEC 2 1985
Fee \$ 20.00

DEC 2 1985 - 11 35 AM

IteI Rail Corporation
INTERSTATE COMMERCE COMMISSION
55 Francisco Street
San Francisco, California 94133
(415) 984-4000

November 8, 1985

ICC Washington, D.C.

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

Dear Mr. Bayne:

File SECOND

*\$20.00 fee total
as has cross indexing
request*

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. 28

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 Lease Agreement dated as of September 23, 1983 between IteI Rail Corporation and McCloud River Railroad Company which was filed with the I.C.C. on February 8, 1985 under Recordation No. 14569. *cross index.*

*This one is
14165-KK*

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
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

DEC 2 11 28 AM '85
MORNING

The equipment covered by this Supplement is fifty-four (54) boxcars bearing reporting marks MR 7081-7134.

Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

*C. C. Cumbly
Robert Brown*

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

/vdv/72
encl.

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

14165-KK

RECORDATION NO. 14165-KK Filed 1425

09/20/85

DEC 2 1985 -11 35 AM

**SUPPLEMENT NO. 28 TO THE CONSOLIDATED INTERSTATE COMMERCE COMMISSION
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 28, dated October 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 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 ("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 Stipulation for Entry of Judgment re City of Prineville Railway, dated October 6, 1982, the COP Lease was terminated with respect to certain Equipment including fifty-four (54) units of Trust Equipment bearing reporting marks COP 7201, COP 7206, COP 7210, COP 7217, COP 7219, COP 7222, COP 7227, COP 7231, COP 7233, COP 7236, COP 7237, COP 7240, COP 7242, COP 7255, COP 7259, COP 7261, COP 7264, COP 7266, COP 7270, COP 7273, COP 7275, COP 7276, COP 7280, COP 7284, COP 7289, COP 7291, COP 7305, COP 7306, COP 7312, COP 7316, COP 7318, COP 7320, COP 7322, COP 7324, COP 7326, COP 7334, COP 7336, COP 7347, COP 7348, COP 7352, COP 7357, COP 7358, COP 7360, COP 7361, COP 7363, COP 7364, COP 7370, COP 7372, COP 7373, COP 7379, COP 7381, COP 7383, COP 7394 and COP 7397 ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these fifty-four (54) units of Terminated Trust Equipment to the MCCLOUD RIVER RAILROAD COMPANY ("MR") by means of a Lease dated September 23, 1983; and

WHEREAS, Itel Rail has changed the reporting marks of these fifty-four (54) units of Terminated Trust Equipment from the previous COP reporting marks to the current fifty-four (54) MR 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 fifty-four (54) COP reporting marks have been changed and remarked with the current fifty-four (54) MR 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.

ITEL CORPORATION

By: [Signature]

(Seal)
Attest:

[Signature]
Asst. Secretary

ITEL RAIL CORPORATION

By: [Signature]

(Seal)
Attest:

[Signature]
Asst. Secretary

FIRST SECURITY BANK OF UTAH, N.A.

By: [Signature]
Authorized Officer

(Seal)
Attest:

[Signature]
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous COP Reporting Marks</u>	<u>Current MR Reporting Marks</u>
54	COP 7201	MR 7081
	7206	7082
	7210	7083
	7217	7084
	7219	7085
	7222	7086
	7227	7087
	7231	7088
	7233	7089
	7236	7090
	7237	7091
	7240	7092
	7242	7093
	7255	7094
	7259	7095
	7261	7096
	7264	7097
	7266	7098
	7270	7099
	7273	7100
	7275	7101
	7276	7102
	7280	7103
	7284	7104
	7289	7105
	7291	7106
	7305	7107
	7306	7108
	7312	7109
	7316	7110
	7318	7111
	7320	7112
	7322	7113
	7324	7114
	7326	7115
	7334	7116
	7336	7117
	7347	7118
	7348	7119
	7352	7120

EXHIBIT A
CERTIFICATE OF REMARKING
(Continued)

<u>Units of Trust Equipment</u>	<u>Previous COP Reporting Marks</u>	<u>Current MR Reporting Marks</u>
	COP 7357	MR 7121
	7358	7122
	7360	7123
	7361	7124
	7363	7125
	7364	7126
	7370	7127
	7372	7128
	7373	7129
	7379	7130
	7381	7131
	7383	7132
	7394	7133
	7397	7134

ITEL RAIL CORPORATION

By: 
Authorized Officer

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

On this 3rd day of October, 1985, before me personally appeared Arnold E. Ditre, 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.

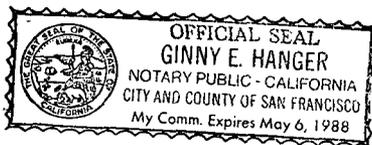


[Signature]
Notary Public

My commission expires:
11-14-86

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

On this 23rd 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 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.



[Signature]
Notary Public

My commission expires:
May 6, 1988

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

On this 15 day of NOVEMBER, 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.



Notary Public

My commission expires:

10-16-88