

6-078A040

ITEL

February 10, 1986

No. _____
Date MAR 19 1986
Fee \$ 20.00
ICC Washington, D.C.

Ite Rail Corporation

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

\$20.00 filing fee

1416500 (10 of which for cross indexing)
Filed 1425

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

MAR 19 1986 - 1 20 PM

Dear Mr. Bayne:

INTERSTATE COMMERCE COMMISSION

On behalf of Ite Rail Corporation, I submit for filing and recording under 49 USC §11303(a), four (4) counterparts of **Supplement No. 34**.

Please record this Supplement under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982, among Ite Corporation, Ite Rail Corporation and First Security Bank of Utah, N.A., which was recorded with the ICC on September 20, 1983 under Recordation No. 14165. Cross-index this Supplement to the Lease Agreement dated as of July 17, 1985 between Ite Rail Corporation and The Kansas City Southern Railway Company, which was recorded with the ICC on September 11, 1985 under Recordation No. 14785. *Cross indexed under 14785*

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

Ite Corporation
55 Francisco Street
San Francisco, California 94133

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

Ite Rail Corporation
55 Francisco Street
San Francisco, California 94133

The equipment covered by this Supplement is two hundred (200) boxcars which formerly bore reporting marks WRWK 60007-60299 (n.s.) and currently bear reporting marks KCS 757284-757993 (n.s.).

Also enclosed is a check for \$20 to cover the filing fees.

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

Very truly yours,

pschumacker

Patricia Schumacker

:ps
Enclosures

cc: Robert S. Clark
J. Michael Kelly

This one is 14165-00

Robert S. Clark

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14165-00

14165-00
Filed 1425

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01/24/86

INTERSTATE COMMERCE COMMISSION
SUPPLEMENT NO. 34 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT

SUPPLEMENT NO. 34, dated January 29, 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 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 **PROVIDENCE AND WORCESTER RAILROAD COMPANY** ("PW") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of March 13, 1978 (such Lease, together with any amendments or supplements thereto, called the "PW Lease"), pursuant to which Itel Rail leased to PW certain units of Trust Equipment (as defined in the ETC Modification Agreement) which at the effective date of the PW Lease, bore reporting marks PW 60001 through and including PW 60300; and

WHEREAS, PW, by Assignment dated April 24, 1980, assigned the PW Lease to **WARWICK RAILWAY COMPANY** ("WRWK") with respect to units of Trust Equipment PW 60001 through and including PW 60300 ("WRWK Lease"); and

WHEREAS, Itel Rail changed the reporting marks of the three hundred (300) units of Trust Equipment from the previous PW 60001 through and including PW 60300 reporting marks to WRWK 60001 through and including WRWK 60300. Subsequently, three units of Trust Equipment bearing reporting marks WRWK 60050, WRWK 60107 and WRWK 60183 were destroyed; and

WHEREAS, Itel Rail, pursuant to its authority under an Agency Agreement dated September 12, 1980 between PW and Itel Corporation, Rail Division, as predecessor in interest to Itel Rail, has entered into a Sublease with the **KANSAS CITY SOUTHERN RAILWAY COMPANY** ("KCS") dated July 17, 1985 for two hundred (200) units of Trust Equipment ("KCS Sublease") covered by the WRWK Lease; and

WHEREAS, Itel Rail has changed the reporting marks of these two hundred (200) units of Terminated Trust Equipment from the previous WRWK reporting marks to the current KCS 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 two hundred (200) WRWK reporting marks have been changed and remarked with the current two hundred (200) KCS 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:

[Signature]
Secretary

(Seal)

Attest:

[Signature]
Secretary

(Seal)

Attest:

[Signature]
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 WRWK Reporting Marks</u>	<u>Current KCS Reporting Marks</u>
200	WRWK 60007	KCS 756008
	WRWK 60011	KCS 756016
	WRWK 60018	KCS 756024
	WRWK 60025	KCS 756032
	WRWK 60039	KCS 756041
	WRWK 60069	KCS 756059
	WRWK 60090	KCS 756067
	WRWK 60103	KCS 756075
	WRWK 60116	KCS 756083
	WRWK 60129	KCS 756091
	WRWK 60150	KCS 756105
	WRWK 60162	KCS 756113
	WRWK 60163	KCS 756121
	WRWK 60164	KCS 756130
	WRWK 60171	KCS 756148
	WRWK 60172	KCS 756156
	WRWK 60174	KCS 756164
	WRWK 60201	KCS 756172
	WRWK 60220	KCS 756181
	WRWK 60249	KCS 756199
	WRWK 60253	KCS 756202
	WRWK 60262	KCS 756211
	WRWK 60276	KCS 756229
	WRWK 60290	KCS 756237
	WRWK 60292	KCS 756245
	WRWK 60016	KCS 756253
	WRWK 60040	KCS 756261
	WRWK 60140	KCS 756270
	WRWK 60229	KCS 756288
	WRWK 60230	KCS 756296
	WRWK 60246	KCS 756300
	WRWK 60258	KCS 756318

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous WRWK Reporting Marks</u>	<u>Current KCS Reporting Marks</u>
	WRWK 60001	KCS 756326
	WRWK 60020	KCS 756334
	WRWK 60026	KCS 756342
	WRWK 60032	KCS 756351
	WRWK 60038	KCS 756369
	WRWK 60041	KCS 756377
	WRWK 60099	KCS 756385
	WRWK 60109	KCS 756393
	WRWK 60118	KCS 756407
	WRWK 60123	KCS 756415
	WRWK 60138	KCS 756423
	WRWK 60151	KCS 756431
	WRWK 60156	KCS 756440
	WRWK 60158	KCS 756458
	WRWK 60184	KCS 756466
	WRWK 60186	KCS 756474
	WRWK 60192	KCS 756482
	WRWK 60213	KCS 756491
	WRWK 60233	KCS 756504
	WRWK 60236	KCS 756512
	WRWK 60247	KCS 756521
	WRWK 60248	KCS 756539
	WRWK 60260	KCS 756547
	WRWK 60268	KCS 756555
	WRWK 60288	KCS 756563
	WRWK 60102	KCS 756571
	WRWK 60271	KCS 756580
	WRWK 60002	KCS 756598
	WRWK 60003	KCS 756601
	WRWK 60006	KCS 756610
	WRWK 60010	KCS 756628
	WRWK 60012	KCS 756636

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous WRWK Reporting Marks</u>	<u>Current KCS Reporting Marks</u>
	WRWK 60013	KCS 756644
	WRWK 60015	KCS 756652
	WRWK 60017	KCS 756661
	WRWK 60022	KCS 756679
	WRWK 60023	KCS 756687
	WRWK 60024	KCS 756695
	WRWK 60027	KCS 756709
	WRWK 60028	KCS 756717
	WRWK 60029	KCS 756725
	WRWK 60033	KCS 756733
	WRWK 60034	KCS 756741
	WRWK 60035	KCS 756750
	WRWK 60042	KCS 756768
	WRWK 60043	KCS 756776
	WRWK 60045	KCS 756784
	WRWK 60046	KCS 756792
	WRWK 60047	KCS 756806
	WRWK 60048	KCS 756814
	WRWK 60049	KCS 756822
	WRWK 60051	KCS 756831
	WRWK 60053	KCS 756849
	WRWK 60054	KCS 756857
	WRWK 60055	KCS 756865
	WRWK 60056	KCS 756873
	WRWK 60057	KCS 756881
	WRWK 60058	KCS 756890
	WRWK 60061	KCS 756903
	WRWK 60063	KCS 756911
	WRWK 60064	KCS 756920
	WRWK 60070	KCS 756938
	WRWK 60071	KCS 756946
	WRWK 60072	KCS 756954

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous WRWK Reporting Marks</u>	<u>Current KCS Reporting Marks</u>
	WRWK 60073	KCS 756962
	WRWK 60077	KCS 756971
	WRWK 60078	KCS 756989
	WRWK 60080	KCS 756997
	WRWK 60084	KCS 757004
	WRWK 60087	KCS 757012
	WRWK 60088	KCS 757021
	WRWK 60089	KCS 757039
	WRWK 60091	KCS 757047
	WRWK 60092	KCS 757055
	WRWK 60093	KCS 757063
	WRWK 60094	KCS 757071
	WRWK 60097	KCS 757080
	WRWK 60098	KCS 757098
	WRWK 60101	KCS 757101
	WRWK 60106	KCS 757110
	WRWK 60110	KCS 757128
	WRWK 60112	KCS 757136
	WRWK 60113	KCS 757144
	WRWK 60114	KCS 757152
	WRWK 60115	KCS 757161
	WRWK 60119	KCS 757179
	WRWK 60120	KCS 757187
	WRWK 60122	KCS 757195
	WRWK 60125	KCS 757209
	WRWK 60126	KCS 757217
	WRWK 60128	KCS 757225
	WRWK 60130	KCS 757233
	WRWK 60131	KCS 757241
	WRWK 60132	KCS 757250
	WRWK 60133	KCS 757268
	WRWK 60136	KCS 757276

EXHIBIT A

CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous WRWK Reporting Marks</u>	<u>Current KCS Reporting Marks</u>
	WRWK 60139	KCS 757284
	WRWK 60142	KCS 757292
	WRWK 60144	KCS 757306
	WRWK 60147	KCS 757314
	WRWK 60154	KCS 757322
	WRWK 60165	KCS 757331
	WRWK 60166	KCS 757349
	WRWK 60167	KCS 757357
	WRWK 60169	KCS 757365
	WRWK 60170	KCS 757373
	WRWK 60173	KCS 757381
	WRWK 60176	KCS 757390
	WRWK 60177	KCS 757403
	WRWK 60178	KCS 757411
	WRWK 60179	KCS 757420
	WRWK 60181	KCS 757438
	WRWK 60182	KCS 757446
	WRWK 60185	KCS 757454
	WRWK 60188	KCS 757462
	WRWK 60189	KCS 757471
	WRWK 60193	KCS 757489
	WRWK 60194	KCS 757497
	WRWK 60196	KCS 757501
	WRWK 60197	KCS 757519
	WRWK 60199	KCS 757527
	WRWK 60200	KCS 757535
	WRWK 60295	KCS 757543
	WRWK 60202	KCS 757551
	WRWK 60203	KCS 757560
	WRWK 60204	KCS 757578
	WRWK 60205	KCS 757586
	WRWK 60207	KCS 757594

EXHIBIT A

CERTIFICATE OF REMARKING

Units of
Trust Equipment

Previous
WRWK
Reporting Marks

Current
KCS
Reporting Marks

WRWK 60208	KCS 757608
WRWK 60209	KCS 757616
WRWK 60214	KCS 757624
WRWK 60215	KCS 757632
WRWK 60216	KCS 757641
WRWK 60218	KCS 757659
WRWK 60219	KCS 757667
WRWK 60223	KCS 757675
WRWK 60224	KCS 757683
WRWK 60227	KCS 757691
WRWK 60037	KCS 757705
WRWK 60238	KCS 757713
WRWK 60240	KCS 757721
WRWK 60242	KCS 757730
WRWK 60251	KCS 757748
WRWK 60254	KCS 757756
WRWK 60257	KCS 757764
WRWK 60259	KCS 757772
WRWK 60261	KCS 757781
WRWK 60263	KCS 757799
WRWK 60265	KCS 757802
WRWK 60266	KCS 757811
WRWK 60267	KCS 757829
WRWK 60269	KCS 757837
WRWK 60270	KCS 757845
WRWK 60272	KCS 757853
WRWK 60274	KCS 757861
WRWK 60277	KCS 757870
WRWK 60278	KCS 757888
WRWK 60275	KCS 757896
WRWK 60281	KCS 757900
WRWK 60285	KCS 757918

EXHIBIT A
CERTIFICATE OF REMARKING

Units of
Trust Equipment

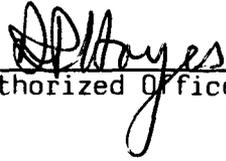
Previous
WRWK
Reporting Marks

Current
KCS
Reporting Marks

WRWK 60287
WRWK 60289
WRWK 60293
WRWK 60294
WRWK 60296
WRWK 60297
WRWK 60298
WRWK 60299

KCS 757926
KCS 757934
KCS 757942
KCS 757951
KCS 757969
KCS 757977
KCS 757985
KCS 757993

ITEL RAIL CORPORATION

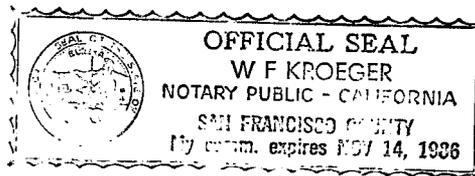
By: 
Authorized Officer

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

On this 10 day of February, 1986, before me personally appeared Rod F. 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.

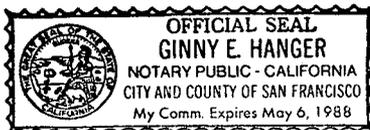

Notary Public

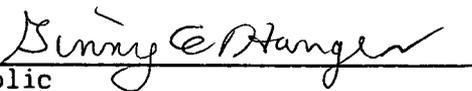
My commission expires:
11-14-86



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

On this 29th day of January, 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.




Notary Public

My commission expires:
May 6, 1988

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

On this 18th day of February, 1986, before me personally appeared Robert S. 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.

David B Smith
Notary Public

My commission expires:

My Commission Expires Oct. 18, 1988