

14165-RR
RECORDATION No. 14165-RR Filed 1425

MAR 31 1986 -9 25 AM

ITEL

INTERSTATE COMMERCE COMMISSION
Ite Rail Corporation

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

No. **E-090A023**
MAR 31 1986

January 21, 1986

Date

Fee \$ 20.00

ICC Washington, D. C.

20.00 filing fee

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

Dear Mr. Bayne:

On behalf of Ite Rail Corporation, I submit for filing and recording under 49 USC §11303(a) and the regulations promulgated thereunder the enclosed four (4) executed counterparts of **Amended Supplement No. 25**.

This should be 14165-RR

Please record this document 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 document to the Lease Agreement dated as of March 1, 1985, between Ite Rail Corporation and the Ahnapee & Western Railroad, and was recorded with the ICC on April 12, 1985 under Recordation No. 14624. This document amends Supplement No. 25, which was recorded with the ICC on September 25, 1985 under Recordation No. 14165-GG, as follows:

Cross index

- (1) the second recital paragraph on page 2 has been corrected to describe the remarking of SP (not PW) 105525 to AHW 105525; and
- (2) Section 1 has been corrected to state that the SOO (not SP) reporting mark has been changed to the current AHW reporting mark.

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

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
44 Francisco Street
San Francisco, California 94133

The equipment covered by this Amended Supplement is one (1) flatcar bearing reporting mark AHW 105525.

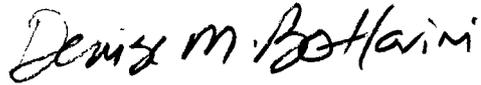
Also enclosed please find a check for \$20 to cover the required filing fees.

Hand signed - County

Honorable James H. Bayne, Secretary
January 21, 1986
Page Two

Once filed, please return to the undersigned those stamped counterparts not required by the ICC along with the fee receipt and letter acknowledging the filings.

Very truly yours,



Denise M. Bottarini
Senior Legal Assistant

DMB:ps
Enclosures

cc: Howard Chabner
Robert S. Clark
J. Michael Kelly

Interstate Commerce Commission
Washington, D.C. 20423

3/31/86

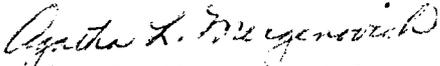
OFFICE OF THE SECRETARY

Denise M. Bottarini:
Senior Legal Assistant
Iitel Corporation
55 Francisco Street
San Francisco, Calif. 94133

Dear Ms. Bottarini:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/31/86 at 9:25am and assigned re-
recording number (s) .14165-RR

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

14165-RR
01/07/86

14165-RR
Filed 1425
MAR 31 1986 -9 25 AM
INTERSTATE COMMERCE COMMISSION

AMENDED SUPPLEMENT NO. 25 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT

AMENDED SUPPLEMENT NO. 25, dated January 13, 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 September 1, 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 within the series PW 105001 through and including PW 105800; and

WHEREAS, Itel Rail, pursuant to its authority under an Agency Agreement - Flatcars dated September 12, 1980 between PW and Itel Corporation, Rail Division, as predecessor in interest to Itel Rail ("Agency Agreement") and SOUTHERN PACIFIC TRANSPORTATION COMPANY AND ST. LOUIS SOUTHWESTERN RAILWAY COMPANY ("SP") entered into a Lease dated as of February 25, 1981 ("SP Lease") for two hundred eighty-five (285) units of Trust Equipment bearing reporting marks within the series PW 105301 through and including PW 105800; and

WHEREAS, Itel Rail changed the reporting marks of these two hundred eighty-five (285) units of Trust Equipment from the previous PW reporting marks to the SP reporting marks as set forth in Supplement No. 9 to Equipment Trust Agreement dated as of November 1, 1978, which was filed with the I.C.C. under Recordation No. 9932-M on February 24, 1983; and

WHEREAS, pursuant to a termination letter dated September 23, 1981, the SP Lease was terminated, including one (1) unit of Trust Equipment bearing reporting mark SP 105525; and

WHEREAS, the unit of Trust Equipment bearing reporting mark SP 105525 was subsequently changed to AHW 105525 as set forth on Exhibit A attached hereto; and

WHEREAS, Itel Rail and the **SOO LINE RAILROAD COMPANY** are parties to a Lease dated February 17, 1983 (such Lease, together with any amendments or supplements thereto, called the "SOO Lease"), pursuant to which Itel Rail leased to SOO two hundred (200) units of Trust Equipment bearing reporting marks SOO 54694 through and including SOO 54893; and

WHEREAS, Itel Rail changed the reporting mark of AHW 105525 to SOO 54844 for inclusion in the SOO Lease, as set forth on Exhibit A attached hereto; and

WHEREAS, pursuant to Amendment No. 3 dated May 18, 1984 to the SOO Lease, the SOO lease was terminated with respect to SOO 54844; and

WHEREAS, Itel Rail changed the reporting mark of SOO 54844 to PW105525, as reflected on Exhibit A attached hereto; and

WHEREAS, Itel Rail, pursuant to its authority under the Agency Agreement, and **AHNAPEE AND WESTERN RAILWAY COMPANY** ("AHW") have entered into a Sublease (as defined in the ETC Modification Agreement) of Equipment dated as of March 1, 1985 (such Sublease, together with any amendments or supplements thereto called "the Sublease"), pursuant to which Itel Rail subleased to AHW one (1) unit of Trust Equipment included in the PW Lease; and

WHEREAS, the reporting mark of PW 105525 was changed to the current AHW 105525 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 one (1) SOO reporting mark has been changed and remarked with the current one (1) AHW reporting mark.

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:

Pat Secretary

(Seal)

Attest:

Harold S. Chabrier
Secretary

(Seal)

Attest:

Ronald D. Darnsworth
Authorized Officer

ITEL CORPORATION

By: *Rod Hammer*

ITEL RAIL CORPORATION

By: *Attorneys*

FIRST SECURITY BANK OF UTAH, N.A.

By: *Val J. Ostr*

Authorized Officer

EXHIBIT A

CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>SP Reporting Marks</u>	<u>AHW Reporting Marks</u>	<u>S00 Reporting Marks</u>	<u>PW Reporting Marks</u>	<u>Current AHW Reporting Marks</u>
1	SP 105525	AHW 105525	S00 54844	PW 105525	AHW 105525

ITEL RAIL CORPORATION

By: _____
Authorized Officer

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

On this 13 day of January, 1986, before me personally appeared Rod F. Dammeier, 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.

W F Kroeger
Notary Public

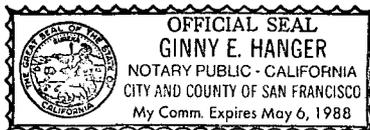
My commission expires:

11-14-86



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

On this 9th 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.



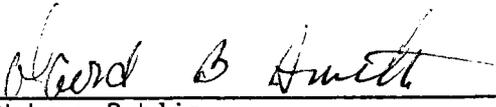
Ginny E. Hanger
Notary Public

My commission expires:

May 6, 1988

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

On this 26 day of MARCH, 1986, before me personally appeared VAL T. CRON, 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 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