

6-237A027

No. AUG 25 1986
Date
Fee \$ 10.00.....

ITEL

July 29, 1986

ICC Washington, D. C. Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000
RECORDATION NO. 14165-27 Filed 1425

AUG 25 1986 12 50 PM

INTERSTATE COMMERCE COMMISSION

Honorable Noretta R. McGee, Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Supplement No. 33 to the Consolidated, Amended, and Restated Equipment Trust Agreement dated as of January 1, 1982 - Kansas City Southern Railway Company Lease of July 17, 1985

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$20 covering the recordation fee.

*has one
to
14165-XX*

Please record this Supplement under Recordation No. 14165 and cross-index same with the Lease Agreement dated July 17, 1985, between Itel Rail Corporation and Kansas City Southern Railway Company, which was filed with the ICC on September 11, 1985, and given Recordation No. 14785.

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

Itel Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Kansas City Southern Railway Company (Lessee)
114 West 11th Street
Kansas City, Missouri 64105

ICC OFFICE OF THE SECRETARY
AUG 25 12 50 PM '86
MOTOR OPERATING UNIT

The equipment covered by this Supplement is six (6) 60'10", 100-ton, Plate C, XM boxcars bearing reporting marks KCS 755001, KCS 755010, KCS 755184, KCS 755192, KCS 755478 and KCS 755478.
486

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

Very truly yours,

Josie Villaflores
Josie Villaflores
Legal Assistant

JV:ps
Enclosures

cc: Robert S. Clark
J. Michael Kelly
Ginny Hanger

[Handwritten signature]

Interstate Commerce Commission
Washington, D.C. 20423

8/25/86

OFFICE OF THE SECRETARY

Josie Villaflores
Legal Assist.

IteI Rail Corp.

55 Francisco St.

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 8/25/86 at 12:55pm, and assigned re-
recording number(s). 14165-XX, 14165-YY & 14165-ZZ

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

14165-XX

RECORDATION NO. 14165-XX Filed 1425

06/03/86

AUG 25 1986 12 55 PM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 33 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 33, dated June 3, 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 December 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 21, 1978 ("1978 Series 4 Equipment Trust") and given recordation number 9929; and

WHEREAS, the 1978 Series 4 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 **ARKANSAS AND LOUISIANA MISSOURI RAILWAY COMPANY ("ALM")** 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 14, 1977 (such Lease, together with any amendments or supplements thereto, called the "ALM Lease"), pursuant to which Itel Rail leased to ALM certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series ALM 1150 through and including ALM 1249. Subsequently, eight (8) units of Trust Equipment bearing reporting marks ALM 1160, ALM 1164, ALM 1188, ALM 1221, ALM 1222 and ALM 1230 were destroyed; and

WHEREAS, pursuant to Amendment No. 5 of the ALM Lease dated August 27, 1985 and a termination letter dated February 26, 1986, the ALM Lease was terminated with respect to certain Equipment including six (6) units of Trust Equipment bearing reporting marks ALM 1150 and, ALM 1151 and, ALM 1168, ALM 1199, ALM 1217 and ALM 1246, respectively ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these six (6) units of Terminated Trust Equipment to the **KANSAS CITY SOUTHERN RAILWAY COMPANY ("KCS")** by means of a Lease dated July 17, 1985; and

WHEREAS, Itel Rail has changed the reporting marks of these six (6) units of Terminated Trust Equipment from the previous ALM 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 1G of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous six (6) ALM reporting marks have been changed and remarked with the current six (6) 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:

James E. [Signature]
Secretary

ITEL CORPORATION

By:

[Signature]
Vice President - Controller

(Seal)

Attest:

Howard L. Chabner
Howard L. Chabner
Assistant Secretary

ITEL RAIL CORPORATION

By:

[Signature]
Desmond P. Hayes
President

(Seal)

Attest:

[Signature]
Authorized Officer

FIRST SECURITY BANK OF UTAH, N.A.

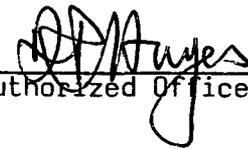
By:

[Signature]
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous ALM Reporting Marks</u>	<u>Current KCS Reporting Marks</u>
6	1150	755478
	1151	755486
	1168	755184
	1199	755192
	1217	755001
	1246	755010

ITEL RAIL CORPORATION

By: 
Authorized Officer

STATE OF Illinois)
) ss.
COUNTY OF Cook)

On this 25th day of July, 198~~7~~⁶, before me personally appeared Raymond Hines, to me personally known, who being by me duly sworn says that such person is Vice 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.

Nancy J. Rigano
Notary Public

My commission expires:
Nancy J. Rigano
My Commission Expires April 20, 1988

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

On this 3rd day of JUNE, 198~~7~~⁶, 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.



Josie Villaflores
Notary Public

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

On this 20 day of August, 198⁶, 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.

Sandra A. Gibson
Notary Public

My commission expires:
My Commission Expires May 7, 1990