

# ITEL

## Rail Division

Two Embarcadero Center  
San Francisco, California 94111  
(415) 955-9090  
Telex 34234

No. 0-2761000

Date OCT 2 1980

September 24, 1980 Fee \$ 20.00

ICC Washington, D. C.

*File 4th*

RECORDATION NO. 8781-2 Filed 1425

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

OCT 2 1980 - 2 00 PM

INTERSTATE COMMERCE COMMISSION

Re: Itel Corporation  
Equipment Trust 1977 Series 2  
Equipment Trust Agreement dated as of March 15, 1977  
9½% Equipment Trust Certificates due October 31, 1992

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith, on behalf of Itel Corporation, for filing and recordation, as an additional filing under the Equipment Trust Agreement, dated as of March 15, 1977, which was filed on April 14, 1977 at 4:05 P.M. and given Recordation No. 8781, three (3) executed counterparts of the following document:

Certificate of Correction and Agreement, dated as of September 8, 1980 to Supplement No. 3 to Equipment Trust Agreement dated as of March 15, 1977.

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

- (1) Itel Corporation, Rail Division  
Two Embarcadero Center, 24th Floor  
San Francisco, California 94111
- (2) First Security Bank of Utah, N.A. as Trustee  
79 South Main Street  
Salt Lake City, Utah 84111

FEE COLLECTION  
OCT 2 1 52 PM '80

Please cross-index the above-referenced Certificate of Correction and Agreement with the following document, which is filed under Recordation No. 8819:

Lease Agreement, dated as of April 20, 1977, between Itel Corporation and McCloud River Railroad Company.

The equipment covered by the enclosed Certificate of Correction and Agreement is one hundred (100) boxcars (AAR mechanical designation XM; 50'6" in length, 9'6" in inside width, 10'7" in height and with 8' double sliding doors), formerly and until remarked, marked with McCloud River Railroad marks in the Series MR 2000-2399, to be remarked to SNCT 1000 through and including SNCT 1099.

*Andy Attenus*  
*C. Ounty*

*File under* →

*Cross index*

Enclosed also is a check for \$20.00 for the required recordation (\$10.00) and cross-indexing (\$10.00) fees.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining two (2) counterparts be delivered to the bearer of this letter.

Sincerely,

A handwritten signature in black ink, reading "Patricia Salas Pineda". The signature is written in a cursive style with a large initial "P".

Patricia Salas Pineda  
Counsel

PSP:vv

cc: Robert S. Clark, Esq.  
Mike Walsh, Esq.  
Steve C. Wight

8781

F-0052  
9/24/80

CERTIFICATE OF CORRECTION AND AGREEMENT  
DATED AS OF SEPTEMBER 8, 1980  
TO SUPPLEMENT NO. 3  
TO EQUIPMENT TRUST AGREEMENT  
DATED AS OF MARCH 15, 1977

RECORDATION NO. 8781-1  
FILED 1425

OCT 2 1980 -2 00 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE OF CORRECTION AND AGREEMENT, dated as of September 8, 1980, To Supplement No. 3 To Equipment Trust Agreement, Dated As Of March 15, 1977, between FIRST SECURITY BANK OF UTAH, N.A., as trustee (hereinafter called the "Trustee"), and ITEL CORPORATION, a Delaware corporation, as successor to SSI Rail Corp. (hereinafter called "Itel").

WHEREAS, the parties hereto are parties to that certain Equipment Trust Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on April 14, 1977, and given recordation number 8781; and

WHEREAS, the Equipment Trust Agreement was supplemented by that certain Supplement, dated as of June 15, 1977, and that certain Amendment, dated as of September 1, 1977, to record the assignment and transfer of additional Equipment (here and hereinafter as defined in the Equipment Trust Agreement) to the Trustee and said first Supplement and Amendment were filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on July 5, 1977 and September 20, 1977, respectively, and bear recordation numbers 8781-A and 8781-B, respectively; and

WHEREAS, Itel and the McCloud River Railroad Company (hereinafter called the "Lessee") entered into a lease of Equipment dated as of April 20, 1977 (such lease, together with any amendments or supplements thereto, being hereinafter called the "Lease"), pursuant to the first and un-numbered Equipment Schedule of which, executed by Itel on April 29, 1977, Itel leased to Lessee four hundred (400) of the units of Trust Equipment (here and hereinafter as defined in the Equipment Trust Agreement), bearing road numbers MR 2000 through and including MR 2399; and

WHEREAS, the Equipment Trust Agreement was also supplemented by that certain Supplement No. 2, dated as of January 24, 1980, which was filed with the Interstate Commerce Commission on May 5, 1980, and given recordation number 8781-E, and which sets forth, as required by Sections 4.07 and 6.03 of the Equipment Trust Agreement, the road numbers of Trust Equipment substituted for any previous numbers of Trust Equipment through remarking of the Trust Equipment; and

WHEREAS, the Lessee, with the consent of Itel, entered into a sublease, made as of February 6, 1980 (hereinafter called the "Sublease") with the Seattle and North Coast Railroad Company (hereinafter called the "Sublessee") of one hundred (100) units of Trust Equipment leased by Itel under the Lease to the Lessee, and bearing Lessee's road numbers as specified in Exhibit A to Supplement No. 3 to the Equipment Trust Agreement; and

WHEREAS, pursuant to the Sublease, the road numbers of said Trust Equipment are to be changed by re-marking to SNCT 1000 to and including SNCT 1099; and

WHEREAS, the Equipment Trust Agreement was also supplemented by that certain Supplement No. 3 dated as of February 6, 1980 (the "Supplement"), which was filed with the Interstate Commerce Commission on May 5, 1980 and given recordation number 8781-F, and which sets forth, as required by Sections 4.07 and 6.03 of the Equipment Trust Agreement, the road numbers of Trust Equipment substituted for any previous numbers of Trust Equipment through re-marking of the Trust Equipment and also incorrectly states the name of the Trustee; and

WHEREAS, the Supplement incorrectly describes some of the previous numbers of Trust Equipment for which new road numbers have been substituted, and also incorrectly states the name of the Trustee; and

WHEREAS, the parties hereto now desire to correct the abovementioned errors.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Section I of the Supplement is hereby amended by deleting the numbers "2254", "2280", "2285", "2319" and "2341" each time they appear and replacing them with the numbers "2245", "2253", "2273", "2283" and "2287", respectively.
2. Any references in the Supplement to "First Security State Bank of Utah, N.A." are hereby changed to "First Security Bank of Utah, N.A."
3. Except as hereinabove specifically set forth, the Supplement shall remain in full force and effect as when executed.
4. The provisions of this Certificate of Correction and Agreement, and all rights and obligations of the parties hereunder, shall be governed by the laws of the State of Utah.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective names, by officers thereunto duly authorized.

FIRST SECURITY BANK OF UTAH, N.A.,  
as Trustee

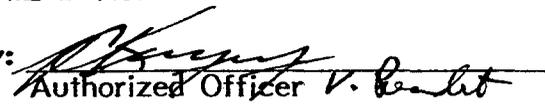
By:   
Authorized Officer

Date: 10-1-80

ATTEST:

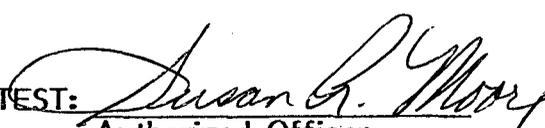
  
Authorized Officer

ITEL CORPORATION  
RAIL DIVISION

By:   
Authorized Officer V. Benoit

Date: 9/24/80

ATTEST:

  
Authorized Officer

STATE OF CALIFORNIA )  
 )  
COUNTY OF SAN FRANCISCO )

ss:

On this 24th day of September, 1980 before me personally appeared John C. Kingery to me personally known, who, being by me duly sworn, says that he is <sup>a Vice</sup> President of ITEL CORPORATION, RAIL DIVISION, that the foregoing instrument was signed on behalf of said corporation by authority of its By-laws and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notarial Seal)

J.S. Friedman  
Notary Public

My Commission Expires:

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE )

ss:

On this 1<sup>st</sup> day of October, 1980, before me personally appeared John R. Sayer, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, National Association, a national banking association, that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(Notarial Seal)

Brendy B. Marchant  
Notary Public

My Commission Expires: 2-8-82