

ITEL

Itel Rail Corporation

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

RECORDATION NO. 9929-F FILED 1428

AUG 29 1986 2 24 PM

INTERSTATE COMMERCE COMMISSION

August 28, 1986

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

\$10.00

Re: Partially Restated Equipment Schedule to the 1978 Series 4 Equipment Trust Agreement dated as of July 30, 1986

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 \$10 covering the recordation fee.

Please record this instrument under the 1978 Series 4 Equipment Trust Agreement dated December 1, 1978, which was filed with the ICC on December 21, 1978 and given Recordation No. 9929.

this one is 9929-F

Handwritten signature/initials on the left margin.

This instrument is being filed by Itel Rail Corporation, as successor in interest to SSI Rail Corporation and to Itel Rail Corporation, Rail Division, to restate in a single list the units of equipment listed in Schedule A of the Equipment Trust Agreement dated December 1, 1978, as earlier heretofore reported. The equipment covered is listed on Restated Schedule A to the enclosed instrument.

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

Very truly yours,

Josie Villaflores
Josie Villaflores
Legal Assistant

JV:ps
Enclosure

No. **6-241A038**
Date **AUG 29 1986**
Fee \$ **10.00**

ICC OFFICE OF
THE SECRETARY
AUG 29 2 28 PM '86
MOTOR OPERATING UNIT

9929-

9929 F
Filed 1426

AUG 29 1986 -2 30 PM

INTERSTATE COMMERCE COMMISSION

08/28/86

**PARTIALLY RESTATED EQUIPMENT SCHEDULE TO THE 1978 SERIES 4
EQUIPMENT TRUST AGREEMENT BETWEEN
FIRST SECURITY BANK OF UTAH, N.A., AS TRUSTEE,
AND ITEL RAIL CORPORATION, RAIL DIVISION**

PARTIALLY RESTATED EQUIPMENT SCHEDULE dated as of July 30, 1986, to the 1978 Series 4 Equipment Trust Agreement, dated as of December 1, 1978 ("1978 Series 4 Equipment Trust Agreement"), among **BANKERS TRUST COMPANY**, predecessor to **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), and **ITEL RAIL CORPORATION, RAIL DIVISION**.

WHEREAS, Itel Rail Corporation, successor in interest to Itel Corporation, Rail Division, and First Security Bank of Utah, N.A., are parties to an Equipment Trust Agreement, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 21, 1978 and given recordation number 9929; and

WHEREAS, Schedule A of the 1978 Series 4 Equipment Trust Agreement sets forth the amount and reporting mark series of Trust Equipment (as defined in the 1978 Series 4 Equipment Trust Agreement); and

WHEREAS, certain supplements have been filed from time to time setting forth the new reporting marks of Trust Equipment that has been re-marked; and

WHEREAS, certain of the Trust Equipment has been destroyed; and

WHEREAS, the 1978 Series 4 Equipment Trust has been consolidated, amended and restated in the Consolidated, Amended and Restated Equipment Trust Agreement (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 Corporation, as successor in interest to Itel Corporation, Rail Division, wishes to restate the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A to set forth the amount, car type and reporting marks of the Trust Equipment as of July 30, 1986.

NOW, THEREFORE, pursuant to the covenants and promises contained in the 1978 Series 4 Equipment Trust Agreement, Itel Rail Corporation agrees as follows:

1. Restated Schedule A, attached hereto, is inserted in place of the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A.

2. The only purposes of this instrument are to notify the Trustee in consolidated list as of July 30, 1986, of the already reported changes that have been made in the number of units of Trust Equipment covered by the 1978 Series 4 Equipment Trust Agreement and the changes in reporting marks thereof, and to restate Schedule A of the 1978 Series 4 Equipment Trust Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the 1978 Series 4 Equipment Trust Agreement.

(Seal)

Attest:

Howard L. Chabner

Howard L. Chabner
Assistant Secretary

ITEL RAIL CORPORATION

By: *Robert C. Kiehle*
Robert C. Kiehle
Vice President-Finance

1978 SERIES 4 ETC SERIES TRUST
Filed Under I.C.C. Recordation No. 9929
on December 21, 1978

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
ALM 1150-1159	87	XP
ALM 1161-1163		
ALM 1165-1187		
ALM 1189-1220		
ALM 1223-1227		
ALM 1229		
ALM 1231-1249		
ASAB 8102	48	XM
ASAB 8109		
ASAB 8114-8115		
ASAB 8142-8144		
ASAB 8150-8153		
ASAB 8155-8157		
ASAB 8159-8168		
ASAB 8170-8174		
ASAB 8176		
ASAB 8178-8179		
ASAB 8182-8184		
ASAB 8186-8188		
ASAB 8190		
ASAB 8192-8201		
BAR 9719-9720	75	XM
BAR 9724		
BAR 9726		
BAR 9728		
BAR 9733-9735		
BAR 9739		
BAR 9746-9747		
BAR 9749		
BAR 9752		
BAR 9754		
BAR 9756-9759		
BAR 9764-9765		
BAR 9767		
BAR 9771		
BAR 9774		
BAR 9778-9779		
BAR 9781-9782		
BAR 9784		
BAR 9721-9723		
BAR 9725		
BAR 9727		

1978 SERIES 4 ETC SERIES TRUST
Filed Under I.C.C. Recordation No. 9929
on December 21, 1978

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
BAR 9729-9732		
BAR 9736-9738		
BAR 9740-9745		
BAR 9748		
BAR 9750-9751		
BAR 9753		
BAR 9755		
BAR 9760-9763		
BAR 9766		
BAR 9768-9770		
BAR 9772-9773		
BAR 9775-9777		
BAR 9780		
BAR 9783		
BAR 9785-9793		
<hr/>		
GRN 8050-8057	48	XM
GRN 8059-8084		
GRN 8086-8099		
<hr/>		
KCS 755478	2	XM
KCS 755486		
<hr/>		
MR 7222-7225	4	XM
<hr/>		
MTW 4400-4419	199	XM
MTW 4421-4599		
<hr/>		
NLG 5401	194	XM
NLG 5403-5425		
NLG 5427-5430		
NLG 5432-5473		
NLG 5475-5481		
NLG 5483-5532		
NLG 5534-5550		
NLG 7180-7229		
<hr/>		
Total:	657	

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

On this 28th day of August, 1986, before me personally appeared Robert C. Kiehle, to me personally known, who being by me duly sworn, says that such person is Vice President-Finance 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