

ITEL

Rail Division

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

RECORDATION NO. 9932-L
FFB 24 1983 - 2 35 PM
FILED 1425

INTERSTATE COMMERCE COMMISSION

December 22, 1982

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

3-055A122

No. FEB 24 1983
Date

Fee \$ 10.00

ICC Washington, D. C.

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, Rail Division ("Itel") for filing and recordation under the Equipment Trust Agreement dated as of November 1, 1978 (the "Trust Agreement") between First Security Bank of Utah, N.A. as Trustee, and Itel, which was filed on December 22, 1978 at 10:00 A.M. and given recordation No. 9932, four counterparts of the following document:

Supplement No. 8 dated as of April 8, 1981 to the Trust Agreement.

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

1. Itel Corporation, Rail Division
Two Embarcadero Center
San Francisco, California 94111
2. First Security Bank of Utah, N.A.
Corporation Trust Department
79 South Main Street
Salt Lake City, Utah 84125

The equipment covered by the Supplement is 298 100-ton boxcars, 60 feet in length, A.A.R. mechanical designation XM, bearing reporting marks within the series WRWK 60001-WRWK 60300.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

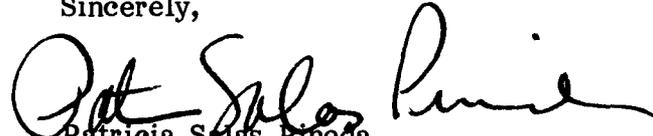
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U.S. C. OPERATIONS TR.

Ms. Agatha Mergenovich, Secretary
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Page Two

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 three (3) counterparts to the bearer of this letter.

Sincerely,


Patricia Salas Pineda
Counsel

PSP:dmm
Enclosures

cc: Michael Walsh, Esq.
Weil, Gotshal & Manges
767 Fifth Avenue
New York, New York 10020

Robert S. Clark, Esq.
Senior Trust Officer
First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84125

9932-L
L-0263
10/5/82

RECORDATION NO. 9932-L
FFB 24 1983 -12 25 PM
INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 8 TO EQUIPMENT TRUST AGREEMENT
DATED AS OF NOVEMBER 1, 1978**

SUPPLEMENT NO. 8 dated as of April 8, 1981, to Equipment Trust Agreement dated as of November 1, 1978 (the "Trust Agreement"), between **FIRST SECURITY BANK OF UTAH, N.A., as Trustee** (the "Trustee") and **ITEL CORPORATION, RAIL DIVISION** ("Itel").

WHEREAS, the parties hereto are parties to the Trust Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 22, 1978 at 10:00 a.m. and given recordation number 9932; and

WHEREAS, the Trust Agreement was supplemented by Supplement Nos. 1-7 and said Supplements were filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 28, 1978, January 22, 1979, March 28, 1979, May 29, 1979, March 17, 1980, June 2, 1980, October 21, 1980 respectively and given recordation numbers 9932-A, 9932-B, 9932-C, 9932-D, 9932-E, 9932-F, and 9932-H, respectively; and the Trust Agreement was amended by Amendment No. 1 which was filed on October 2, 1980 and given recordation number 9932-G; and the Trust Agreement was further amended by the Amendment and Instrument of Acceptance by Successor Trustee which was filed on July 17, 1981 and given recordation number 9932-K; and the Trust Agreement is also to be supplemented by Supplement Nos. 9-11, to be filed concurrently herewith; and

WHEREAS, Itel and Providence and Worcester Company ("P&W") entered into a lease of equipment on March 13, 1978 (such lease, together with any amendments or supplements thereto being hereinafter called the "Lease") providing for the leasing by Itel to P&W of six hundred (600) units of equipment bearing reporting marks PW 60001-60600 (the "Equipment"); and

WHEREAS, three hundred (300) units of the Equipment bearing reporting marks PW 60001-60300 (the "Trust Equipment") are covered by the Trust Agreement; and

WHEREAS, on April 18, 1979, two (2) of the units of Trust Equipment bearing the reporting marks PW 60107 and PW 60183 were completely destroyed; and

WHEREAS, by an Assignment dated as of April 24, 1980, and made effective as of May 31, 1980, P&W assigned to Warwick Railway Company ("Warwick"), with the consent of Itel, all of P&W's rights, title and interest in, to and under the Lease except for P&W's rights in and to the investment tax credits associated with certain units of Trust Equipment referenced on Equipment Schedule No. 1 to the Lease; and

WHEREAS, the Trust Equipment, except for the two destroyed units, have been remarked as described on Exhibit I attached hereto; and

WHEREAS, Section 4.07 and 6.03 of the Trust Agreement require Itel to file with the Interstate Commerce Commission a statement of road numbers of Trust Equipment substituted through remarking of the Trust Equipment for any previous road numbers of Trust Equipment.

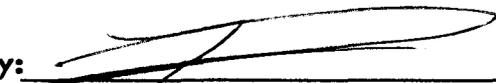
NOW, THEREFORE, in consideration of the initial covenants and promises herein contained, the parties hereto hereby agree as follows:

SECTION 1. Schedule A of the Trust Agreement as heretofore amended by Supplement Nos. 1-7, is amended in the first reference to Providence and Worcester Company by deleting PW immediately to the left of the numbers 60001-60300 and substituting WRWK therefore, as fully described in Exhibit I attached hereto.

SECTION 2. Except as hereinabove specifically set forth, the Trust Agreement shall remain in full force and effect as when executed.

SECTION 3. The provisions of Supplement No. 8, and all rights and obligations of the parties hereunder, shall be governed by the laws of the State of Utah.

**FIRST SECURITY BANK OF UTAH, N.A.
As Trustee**

By: 
Senior Trust Officer

Date: 2/16/83

**ROBERT S. CLARK
VICE PRESIDENT AND MANAGER
CORPORATE TRUST DEPARTMENT**

ITEL CORPORATION, RAIL DIVISION

By: 
President

Date: 11/18/82

EXHIBIT 1

<u>Old Number</u>	<u>New Number</u>	<u>Old Number</u>	<u>New Number</u>
PW 60100	WRWK 60100	PW 60151	WRWK 60151
60101	60101	60152	60152
60102	60102	60153	60153
60103	60103	60154	60154
60104	60104	60155	60155
60105	60105	60156	60156
60106	60106	60157	60157
60108	60108	60158	60158
60109	60109	60159	60159
60110	60110	60160	60160
60111	60111	60161	60161
60112	60112	60162	60162
60113	60113	60163	60163
60114	60114	60164	60164
60115	60115	60165	60165
60116	60116	60166	60166
60117	60117	60167	60167
60118	60118	60168	60168
60119	60119	60169	60169
60120	60120	60170	60170
60121	60121	60171	60171
60122	60122	60172	60172
60123	60123	60173	60173
60124	60124	60174	60174
60125	60125	60175	60175
60126	60126	60176	60176
60127	60127	60177	60177
60128	60128	60178	60178
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60147	60147	60198	60198
60148	60148	60199	60199
60149	60149	60200	60200
60150	60150		

EXHIBIT 1

<u>Old Number</u>	<u>New Number</u>	<u>Old Number</u>	<u>New Number</u>
PW 60201	WRWK 60201	PW 60251	WRWK 60251
60202	60202	60252	60252
60203	60203	60253	60253
60204	60204	60254	60254
60205	60205	60255	60255
60206	60206	60256	60256
60207	60207	60257	60257
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60225	60225	60275	60275
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STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

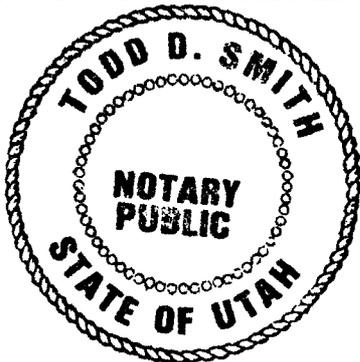
On this 18th day of November, 1982, before me personally appeared Edward M. O'Dea, to me personally known, who being by me duly sworn says that he is President of ITEL Corporation, Rail Division, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jody C. Blomgren
Notary Public



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

On this day 16 of Feb, 1982, before me personally appeared ROBERT S. CLARK, to me personally known, who being by me duly sworn says that such person is a Senior Trust Officer of First Security Bank of Utah, N.A., a national banking association, and that the foregoing instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Todd D. Smith
Notary Public
8/13/85