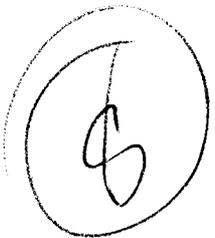


ITEL



8457-AD
Filed 1425

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

AUG 29 1986 - 2 30 PM
INTERSTATE COMMERCE COMMISSION

August 28, 1986

\$10.00 fee

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

Re: **Partially Restated Equipment Schedule to the 1976 Series 1 Equipment Trust Agreement dated as of July 30, 1986**

Dear Ms. McGee:

On behalf of Istel 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.

46 is one in
8457-DD

Please record this instrument under the 1976 Series 1 Equipment Trust Agreement dated July 15, 1976, which was filed with the ICC on August 27, 1976 and given Recordation No. 8457.

This instrument is being filed by Istel Rail Corporation, as successor in interest to SSI Rail Corporation and to Istel Rail Corporation, Rail Division, to restate in a single list the units of equipment listed in Schedule A of the Equipment Trust Agreement dated July 15, 1976, 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

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

100 ON FILE OF
THE SECRETARY
AUG 29 2 27 PM '86
MOTOR CREDIT UNIT

Clamber

Interstate Commerce Commission
Washington, D.C. 20423

8/29/86

OFFICE OF THE SECRETARY

Josie Villaflores
Legal Assist.
Itel Rail Corp.
55 Francisco St.
San Fransico, 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 8/29/86 at 2:30pm, and assigned re-
recording number(s). 3457-DD, 8673-E, 8781-Q, 9290-H, 9291-N

9929-F, 9932-Z

Sincerely yours,

Norata R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 8457-22 Filed 1426

AUG 29 1986 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

08/28/86

**PARTIALLY RESTATED EQUIPMENT SCHEDULE TO THE 1976 SERIES 1
EQUIPMENT TRUST AGREEMENT BETWEEN
FIRST SECURITY BANK OF UTAH, N.A., AS TRUSTEE, AND SSI RAIL CORPORATION**

PARTIALLY RESTATED EQUIPMENT SCHEDULE dated as of July 30, 1986, to the 1976 Series 1 Equipment Trust Agreement, dated as of July 15, 1976 ("1976 Series 1 Equipment Trust Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), and **SSI RAIL CORPORATION**.

WHEREAS, Itel Rail Corporation, successor in interest to Itel Corporation, and to SSI Rail Corporation, and First Security Bank of Utah, N.A., are parties to an Equipment Trust Agreement dated as of July 15, 1976, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on August 27, 1976 and given recordation number 8457; and

WHEREAS, Schedule A of the 1976 Series 1 Equipment Trust Agreement sets forth the amount and reporting mark series of Trust Equipment (as defined in the 1976 Series 1 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 1976 Series 1 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 SSI Rail Corporation, 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 1976 Series 1 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 1976 Series 1 Equipment Trust Agreement and the changes in reporting marks thereof, and to restate Schedule A of the 1976 Series 1 Equipment Trust Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the 1976 Series 1 Equipment Trust Agreement.

ITEL RAIL CORPORATION

(Seal)

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

Attest:

Howard L. Chabner

Howard L. Chabner
Assistant Secretary

1976 SERIES 1 ETC SERIES TRUST
Filed Under I.C.C. Recordation No. 8457
on August 27, 1976

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
AN 2051-2061	98	XM
AN 2063-2100		
AN 2102-2150		
ELS 9000-9006	49	XM
ELS 9008-9049		
GRN 8000-8049	50	XM
LEF 1040-1049	10	XM
MDW 9000-9040	98	XM
MDW 9042-9075		
MDW 9077-9098		
MR 8000-8049	50	XM
Total:	355	

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