

AUG 10 1981-10 10 AM

INTERSTATE COMMERCE COMMISSION

ITEL

Rail Division

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

1-222A035

No. AUG 10 1981
Date.....
Fee \$ 10.00
ICC Washington, D. C.

June 11, 1981

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

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, for filing and recordation under the Equipment Trust Agreement dated as of February 1, 1978 between First Security Bank of Utah, N.A., as Trustee, and Itel Corporation, Rail Division (the "Agreement"), which was filed on March 21, 1978 at 9:40 A.M. and given recordation number 9291, three counterparts of the following document:

Supplement No. 7 dated as of April 22, 1981 (the "Supplement") to the Agreement.

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

1. Itel Corporation, Rail Division
Two Embarcadero Center
San Francisco, CA 94111
2. First Security Bank of Utah, N.A.
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

The Equipment covered by the Supplement is one hundred forty nine (149) 70 ton Boxcars (A.A.R. mechanical designation XM; 50'6" in length) bearing the reporting marks GBW 8049 through and including GBW 8197.

*Ms. Lee -
this one
is 9291.
sent & don't
know the
receipt letter*

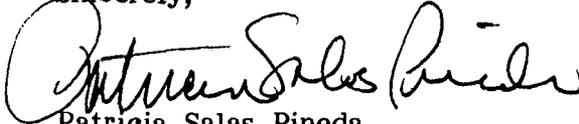
GERARD JOHNSON

Ms. Agatha Mergenovich
June 11, 1981
Page Two

Also enclosed is a check for \$10.00 for the required recordation fee.

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,



Patricia Salas Pineda
Counsel

PSP:sc
Enclosures

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

Robert S. Clark, Esq.
First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Margaret Mackenzie
IteI Corporation

Interstate Commerce Commission
Washington, D.C. 20423

8/10/81

OFFICE OF THE SECRETARY

Patricia Salas Pineda
Rail Division
Two Embarcadero Center
San Francisco, California 94111

Dear Ms. Salas Pineda

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/10/81 at 10:10 am, and assigned re-
recording number(s).

130073 A
130073 B
9290-~~A~~
9291 J

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

AUG 10 1981 10 10 AM

INTERSTATE COMMERCE COMMISSION

L-0186
 6/10/81

**SUPPLEMENT NO. 7 TO EQUIPMENT TRUST AGREEMENT
 DATED AS OF FEBRUARY 1, 1978**

SUPPLEMENT NO. 7 dated as of April 22, 1981 to Equipment Trust Agreement dated as of February 1, 1978 (such Equipment Trust Agreement, together with any amendments or supplements thereto, being hereinafter called the "Equipment Trust Agreement"), between FIRST SECURITY BANK OF UTAH, N.A. as trustee (hereinafter called the "Trustee"), and ITEL CORPORATION, a Delaware corporation (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. 11303 on March 21, 1978, and given recordation number 9291; and

WHEREAS, the Equipment Trust Agreement was supplemented by Supplement Nos. 1-6 and said Supplement Nos. 1-6 were filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on March 28, 1978, April 27, 1978, June 28, 1978, July 13, 1978, November 2, 1978 and November 15, 1978, respectively, and given recordation numbers 9291-A, 9291-B, 9291-C, 9291-D, 9291-E and 9291-F, respectively; and the Equipment Trust Agreement was amended by Amendment No. 1 which was filed on July 15, 1980 and given recordation number 9291-H; and

WHEREAS, Itel and the Providence and Worcester Company (hereinafter called "P&W") entered into a lease of Equipment (here and hereinafter as defined in the Equipment Trust Agreement) dated as of January 14, 1977, (hereinafter called the "P&W Lease"), pursuant to which Itel leased to P&W 150 of the units of Trust Equipment (here and hereinafter as defined in the Equipment Trust Agreement), bearing the reporting marks PW 554 through and including PW 703; and

WHEREAS, subsequent to December 12, 1977, one of the aforesaid units of Trust Equipment, which bore reporting mark PW 627 was destroyed, leaving one hundred forty-nine (149) units of Trust Equipment; and

WHEREAS, the P&W Lease has been terminated with respect to the above-referenced Trust Equipment by a document entitled Amendment No. 3 to the Lease Agreement, dated as of December 18, 1979; and

WHEREAS, Itel and Green Bay and Western Railroad Company (hereinafter called the "Lessee") have entered into a lease, dated as of April 22, 1981 (such lease, together with any amendments or supplements thereto, being hereinafter called the "Lease") pursuant to which Itel leased to the Lessee the 149 above-referenced units of Trust Equipment, formerly leased by Itel to P&W; and

WHEREAS, pursuant to the Lease, Itel has undertaken to remark the 149 above-referenced units of Trust Equipment with the reporting marks set forth on Annex I attached hereto; and

WHEREAS, Sections 4.07 and 6.03 of the Equipment 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 reporting marks 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 Equipment Trust Agreement, as supplemented by Supplement Nos. 1-6 and amended by Amendment No. 1, is further amended to add thereto one hundred forty-nine (149) units of Trust Equipment bearing the GBW reporting marks set forth on Annex I, attached hereto, to reflect thereby that the one hundred forty-nine units of Trust Equipment which bore the PW reporting marks set forth on Annex I, were remarked to the GBW reporting marks set forth on Annex I.

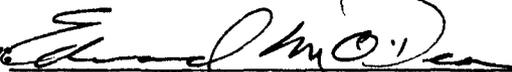
SECTION 2. Except as hereinabove specifically set forth, the Equipment Trust Agreement shall remain in full force and effect as when executed.

SECTION 3. The provisions of this Supplement No. 7, 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,
National Association

By: 
Senior Trust Officer
Asst.

ITEL CORPORATION

By: 
President, Rail Division

ANNEX I

<u>Units of Trust Equipment</u>	<u>Previous PW Road Numbers</u>	<u>Current GBW Road Numbers</u>	<u>Trust Equipment Description</u>
149	PW 554	GBW 8049	70-Ton, 50'6" boxcars with 10' sliding doors and 10" end-of-car cushioning. AAR Mechanical Designation XM.
	555	8050	
	556	8051	
	557	8052	
	558	8053	
	559	8054	
	560	8055	
	561	8056	
	562	8057	
	563	8058	
	564	8059	
	565	8060	
	566	8061	
	567	8062	
	568	8063	
	569	8064	
	570	8065	
	571	8066	
	572	8067	
	573	8068	
	574	8069	
	575	8070	
	576	8071	
	577	8072	
	578	8073	
	579	8074	
	580	8075	
	581	8076	
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	583	8078	
	584	8079	
	585	8080	
	586	8081	
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	589	8084	
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	595	8090	
	596	8091	
	597	8092	
	598	8093	
	599	8094	
	600	8095	

ANNEX I

<u>Units of Trust Equipment</u>	<u>Previous PW Road Numbers</u>	<u>Current GBW Road Numbers</u>	<u>Trust Equipment Description</u>
	PW 601	GBW 8096	
	602	8097	
	603	8098	
	604	8099	
	605	8100	
	606	8101	
	607	8102	
	608	8103	
	609	8104	
	610	8105	
	611	8106	
	612	8107	
	613	8108	
	614	8109	
	615	8110	
	616	8111	
	617	8112	
	618	8113	
	619	8114	
	620	8115	
	621	8116	
	622	8117	
	623	8118	
	624	8119	
	625	8120	
	626	8121	
	628	8122	
	629	8123	
	630	8124	
	631	8125	
	632	8126	
	633	8127	
	634	8128	
	635	8129	
	636	8130	
	637	8131	
	638	8132	
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	651	8145	
	652	8146	

ANNEX I

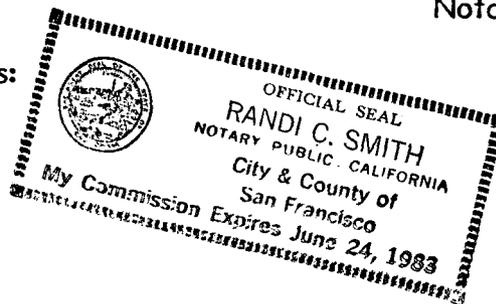
<u>Units of Trust Equipment</u>	<u>Previous PW Road Numbers</u>	<u>Current GBW Road Numbers</u>	<u>Trust Equipment Description</u>
	PW 653	GBW 8147	
	654	8148	
	655	8149	
	656	8150	
	657	8151	
	658	8152	
	659	8153	
	660	8154	
	661	8155	
	662	8156	
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	702	8196	
	703	8197	

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

On this 15th day of June, 1981, 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, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed 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.

Randi C. Smith
Notary Public

My Commission Expires:



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

On this 18th day of June, 1981, before me personally appeared JOHN R. SAGER Asst., to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of First Security Bank of Utah, National Association, a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was signed and sealed 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.

Richard B. Eickhoff
Notary Public

My Commission Expires:

November 20, 1983