RECORDATION NO. 10033-C Filed 1425

JUN 2 1980 - 9 35 AM

INTERSTATE COMMERCE COMMISSION

ITEL

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

April 23, 1980

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

No. 0-154A020
Date JUN 2 1980
Fee $ 20.00
ICC Washington, D. C.

RECEIVED
JUN 2 9 28 AM '80
I. C. C.
FEE OPERATION BR.

Re: **Itel Corporation**
Equipment Trust 1978 Series 3
Equipment Trust Agreement dated as of November 1, 1978
10% Equipment Trust Certificates due December 1, 1994

10033-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, for filing and recordation, **as an additional filing under Recordation No. 10033,** four (4) executed counterparts of the following document:

Equipment Schedule No. 3, to Lease Agreement made as of October 26, 1978, between Itel Corporation and New Orleans Public Belt Railroad.

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) The City of New Orleans doing business,
through its Public Belt Railroad Commission,
as New Orleans Public Belt Railroad
International Trade Mart Tower Building
Suite 1247
Two Canal Street
New Orleans, Louisiana 70151

Please cross-index the above-referenced Equipment Schedule No. 3 with the following document, which is filed under Recordation No. 9932:

Equipment Trust Agreement, dated as of November 1, 1978, between Citibank, N.A., as Trustee, and Itel Corporation.

The equipment covered by the enclosed Equipment Schedule No. 3 is one hundred (100) flatcars (A.A.R. mechanical designation FC; 70-ton flush deck flatcars for trailer and container service; 89' in length), formerly, and until remarked, marked PW105201 through and including PW105300, to be remarked to NOPB101200 through and including NOPB101299.

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

Sincerely,

David V. Biesemeyer
Senior Counsel

DVB:cp
encls.

cc: Phillip Jackson, Esq.
Edmund Manwell, Esq.
Michael Walsh, Esq.
Steven C. Wight

RECORDATION NO. 10055-C Filed 1425

JUN 2 1980-9 35 AM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT SCHEDULE NO. 3

Itel Corporation, Rail Division hereby leases the following Cars to New Orleans Public Belt Railroad subject to the terms and conditions of that certain Lease Agreement dated as of October 26, 19 78.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions Inside Length	Width	Height	Doors Width	No. of Cars
FC	70-ton flush deck flatcars for trailer and container service.	NOPB 101200-101299	Approx. 89'	N/A	N/A	N/A	100

ITEL CORPORATION, RAIL DIVISION

BY: Carl M. Taylor

TITLE: President

DATE: March 25, 1980

NEW ORLEANS PUBLIC BELT RAILROAD

BY: [illegible]

TITLE: General Manager

DATE: March 31, 1980

STATE OF Louisiana)
~~COUNTY OF~~ Parish of Orleans

On this 31st day of March, 1980, before me personally appeared P. A. Webb, Jr., to me personally known, who being by me duly sworn says that such person is General Manager of New Orleans Public Belt Railroad, that the foregoing Equipment Schedule No. 3 was signed on behalf of said corporation 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 corporation.

CORINNE LEE WIENER
NOTARY PUBLIC
ORLEANS PARISH
LOUISIANA
MY COMMISSION IS FOR LIFE

Corinne Lee Wiener
Notary Public

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO)

On this 25th day of March, 1980, before me personally appeared Carl N. Taylor, to me personally known, who being by me duly sworn says that such person is President of Itel Corporation, Rail Division, that the foregoing Equipment Schedule No. 3 was signed on behalf of said corporation 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 corporation.

OFFICIAL SEAL
RANDI C. SMITH
NOTARY PUBLIC CALIFORNIA
City & County of
San Francisco
My Commission Expires June 24, 1983

Randi C. Smith
Notary Public