

# ITEL RAIL

55 Francisco  
San Francisco, California 94133  
(415) 955-9090  
Telex 34234

**3-262AU18**

September 16, 1983

RECORDATION NO. **14162** Filed 1426

No.

Date

Fee \$

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

SEP 19 1983 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

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 Rail Corporation, for filing and recordation, seven counterparts of the following document:

Notice of Change of Ownership ("Notice") between  
Itel Corporation and Itel Rail Corporation, dated  
January 1, 1983.

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

1. Itel Corporation  
One Embarcadero Center  
Suite 2900  
San Francisco, California 94111
2. Itel Rail Corporation  
55 Francisco, 7th Floor  
San Francisco, California 94133

The equipment covered by the Notice is set forth in Attachments 1-7 to this letter.

Please cross-index the above-referenced Notice with the following documents:

- (1) Equipment Trust Agreement, 1976 Series 1, dated as of July 15, 1976 between First Security Bank of Utah, N.A., Trustee and SSI Rail Corp., as amended, which was filed under I.C.C. Recordation No. 8457;
- (2) Equipment Trust Agreement, 1977 Series 1, dated as of January 1, 1977 between First Security Bank of Utah, N.A., Trustee and SSI Rail Corp., as amended, which was filed under I.C.C. Recordation No. 8673;

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*...*  
*...*  
*...*

- (3) Equipment Trust Agreement, 1977 Series 2, dated as of March 15, 1977, between First Security Bank of Utah, N.A., Trustee and SSI Rail Corp., as amended, which was filed under I.C.C. Recordation No. 8781;
- (4) Equipment Trust Agreement, 1978 Series 1, dated as of January 1, 1978, between First Security Bank of Utah, N.A., Trustee and Itel Corporation, as amended, which was filed under I.C.C. Recordation No. 9290;
- (5) Equipment Trust Agreement, 1978 Series 2, dated as of February 1, 1978 between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended, which was filed under I.C.C. Recordation No. 9291;
- (6) Equipment Trust Agreement, 1978 Series 3, dated as of November 1, 1978, between Citibank, N.A., Trustee, and Itel Corporation, as amended, which was filed under I.C.C. Recordation No. 9932; and
- (7) Equipment Trust Agreement, 1978 Series 4, dated as of December 1, 1978, between Bankers Trust Company, Trustee and Itel Corporation, as amended, which was filed under I.C.C. Recordation No. 9929.

Also enclosed is a check in the amount of \$120.00 covering the appropriate recording and cross-indexing fees.

Please stamp all counterparts of the enclosed Notice with your official recording stamp. You will wish to retain one (1) certified copy counterpart of the Notice for your files; it is requested that the remaining six (6) original counterparts be delivered 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 84111

**ATTACHMENT I**

**1976 Series 1 ETC Series Trust and Amended ETC Series Trust**

ICC Recordation No. 8457

Purchase Agreement, dated as of July 15, 1976, by and among SSI Rail Corp., Itel Corporation, and the parties named on Annex I thereto.

Equipment Trust Agreement, 1976 Series 1, dated as of July 15, 1976, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 10¼% Amended Trust Certificates, 1976 Series 1, due December 31, 1991—outstanding principal amount as of January 1, 1982: \$7,385,960.65.

**TRUST EQUIPMENT**

**BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1976-1	Escanaba & Lake Superior Railroad Company.....	ELS 9000-9049	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	49	12/22/76	\$ 1,521,517.13
	Greenville & Northern Railroad Company.....	GRN 8000-8049	50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF	50	08/06/76	\$ 1,448,448.50
	Lake Erie, Franklin & Clarion Railroad.....	LEF 1040-1049	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	10	01/03/77	\$ 310,513.70
	Minnesota, Dakota & Western Railroad.....	MDW 9000-9099	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Plug FMC	99	07/26/78	\$ 3,295,527.84
	Pearl River Valley Railroad Company.....	PRV 1000-1049	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	50	03/24/76	\$ 1,477,526.00
	Sierra Railroad Company.....	SERA 4000-4049	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	50	09/27/78	\$ 1,649,251.00
	Wabash Valley Railroad .....	WVRC 8000-8049	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	50	08/16/76	\$ 1,477,526.00
				358		\$11,180,310.17

ATTACHMENT II

**1977 Series 1 ETC Series Trust and Amended ETC Series Trust**

ICC Recordation No. 8673

Purchase Agreement, dated as of January 1, 1977, by and among SSI Rail Corporation, IteI Corporation, and the party named on Annex I thereto.

Equipment Trust Agreement, 1977 Series 1, dated as of January 1, 1977, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

IteI Corporation, IteI Rail Corporation, 9%% Amended Trust Certificates, 1977 Series 1, due March 31, 1992—outstanding principal amount as of January 1, 1982: \$2,062,513.85.

**TRUST EQUIPMENT**

**BOXCARS**

<u>Series</u>	<u>Lessor</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1977-1	Cadiz Railroad .....	CAD 1000-1099	50'6" XM, 70-Ton PLB., C-Sgl. 10' Sldg. FMC	98	11/10/76	\$3,077,405.80

ATTACHMENT III

**1977 Series 2 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 8781

Purchase Agreement, dated as of March 15, 1977, by and among SSI Rail Corp., Itel Corporation, and the parties named on Annex I thereto.

Equipment Trust Agreement, 1977 Series 2, dated as of March 15, 1977, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 9½% Amended Trust Certificates, 1977 Series 2, due October 31, 1992—outstanding principal amount as of January 1, 1982: \$19,326,662.09.

**TRUST EQUIPMENT**

**BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1977-2	City of Prineville Railway Company .....	COP 7001-7200	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	129	04/26/77	\$ 4,077,483.60
	Camino, Placerville & Lake Tahoe Railroad Company .....	CPLT 7850-7899	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	50	01/24/80	\$ 1,567,169.50
	McCloud River Railroad .....	MR 2000-2399	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	144	04/20/77	\$ 4,513,448.16
	(Sublease from Seattle & North Coast Railroad Company) .....	MR 11000-11099	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	100	02/06/80	\$ 3,134,339.00
	Natchez Trace Railroad .....	NTR 7005-7195	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	70	02/11/82	\$ 2,212,588.00
	Port Huron and Detroit Railroad Company .....	PHD 1000-1023	50'6" XP, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	23	02/22/77	\$ 759,287.96
		PHD 1024-1099	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	72		\$ 2,376,901.44
	Sierra Railroad Company .....	SERA 4500-4599	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	100	08/29/80	\$ 3,134,339.00
	Terminal Railway of Alabama	TASD 77001-77110	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	109	04/04/77	\$ 3,393,554.77
	Toledo, Peoria & Western Railroad Company .....	TPW 70101-70150	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	49	01/12/77	\$ 1,557,741.85
	Wabash Valley Railway .....	WVRC 7700-7739	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	40	12/30/75	\$ 1,242,527.20
		WVRC 7740-7749	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	10		\$ 312,864.50
				<b>896</b>		<b>\$28,282,244.98</b>

ATTACHMENT IV

**1978 Series 1 ETC Series Trust and Amended ETC Series Trust**

ICC Recordation No. 9290

Purchase Agreement, dated as of January 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 1, dated as of January 1, 1978, between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 9½% Amended Trust Certificates, 1978 Series 1, due January 31, 1993—outstanding principal amount as of January 1, 1982: \$10,237,973.42.

**TRUST EQUIPMENT**

**BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1978-1	Apalachicola Northern Railroad	AN 5200-5399	50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF	197	01/25/77	\$ 6,606,934.78
	Green Bay & Western Railroad Company .....	GBW 8000-8048	50'6"XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	49	04/22/81	\$ 1,619,554.37
	Meridian & Bigbee Railroad Company .....	MB 4000-4005	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	6	06/01/77	\$ 174,773.88
	North Louisiana & Gulf Rail- road Company .....	NLG 5001-5100	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	98	07/21/77	\$ 3,085,654.46
	Terminal Railway of Alabama ...	TASD 78601-78700	50'6" XM, 70-Ton	99	04/04/77	\$ 3,272,160.87
				<u>449</u>		<u>\$14,759,078.36</u>

**ATTACHMENT V**

**1978 Series 2 ETC Series Trust and Amended ETC Series Trust**      ICC Recordation No. 9291

Purchase Agreement, dated as of February 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 2, dated as of February 1, 1978, between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 9¼% Amended Trust Certificates, 1978 Series 2, due August 15, 1993—outstanding principal amount as of January 1, 1982: \$109,113,305.64.

**TRUST EQUIPMENT  
BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1978-2	Arkansas & Louisiana Missouri Railroad.....	ALM 1000-1149	60'10" XM, 100-Ton PL.E., C-Sgl. 10' Sldg. FMC	149	06/14/77	\$ 5,916,013.71
	Arkansas & Louisiana Missouri Railroad.....	ALM 1500-1599	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	100	06/14/77	\$ 3,325,131.00
	Apalachicola Northern Railroad	AN 5550-5599	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	01/25/77	\$ 1,750,633.50
	Apache Railway.....	APA 1800-1849	50'6" XM, 70-Ton PL.C., OC-Dbl. 8' Plug FMC	49	06/01/76	\$ 1,642,100.74
	Atlanta & St. Andrews Bay Railway Company.....	ASAB 7200-7299	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	97	05/05/78	\$ 3,406,726.33
	Corinth and Counce Railroad Company.....	CCR 6000-6399	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	60	04/29/77	\$ 1,875,144.00
	Clarendon and Pitsford Railroad Company.....	CLP 3061-3160	50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF	98	10/18/76	\$ 3,356,005.10
		CLP 3161-3260	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	99		\$ 3,277,109.88
	City of Prineville Railway Company.....	COP 7201-7400	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	196	04/26/77	\$ 6,469,264.20
	East Camden & Highland.....	EACH 2001-2161	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	161	04/26/78	\$ 5,721,899.75
	Green Bay and Western Railroad Company.....	GBW 8049	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	1	04/22/81	\$ 33,365.19
		GBW 8050-8197	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	148		\$ 4,938,048.12
	Green Mountain Railroad Company.....	GMRC 750-799	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	01/02/76	\$ 1,830,951.50
	Hartford & Slocomb Railway Company.....	HS 4000-4099	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	27	07/01/75	\$ 891,365.31
	Lake Erie, Franklin and Clarion Railroad.....	LEF 2500-2579	HT, 100-Ton Hopper PL.B., 3433 cu. ft. ACF	80	01/03/77	\$ 2,216,988.80

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
	Meridian & Bigbee Railroad Company .....	MB 4006-4099	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	93	06/01/77	\$ 2,708,995.14
	McCloud River Railroad .....	MR 1010-1698	49'6" XM, 70-Ton PL.B., C-Dbl. 12' Plug SI (Rebuild)	94	04/20/77	\$ 3,054,153.06
		MR 2400-2405	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	6		\$ 198,242.52
		MR 4000-4099	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	73	04/20/83	\$ 2,409,987.68
	Mississippi Export Railway Company .....	MSE 800-899	50'7" XM, 70-Ton PL.C. C-Sgl. 10' Sldg. ACF	97	04/25/78	\$ 3,334,326.50
		MSE 900-999	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	98		\$ 3,567,305.84
	Marinette, Tomahawk and Western Railroad Company ...	MTW 4300-4399	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	98	12/23/77	\$ 3,455,261.46
	North Louisiana & Gulf Rail- road Company .....	NLG 5101-5400	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	296	07/21/77	\$ 9,726,625.12
	New Orleans Public Belt Railway .....	NOPB 3100-3299	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	199	06/17/77	\$ 6,427,700.00
		NOPB 3300-3399	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	100		\$ 3,115,582.00
		NOPB 3400-3499	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	99		\$ 3,090,786.93
	Port Huron and Detroit Rail- road Company .....	PHD 2000-2199	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	196	02/22/77	\$ 6,206,245.92
	Sierra Railroad Company .....	SERA 4050-4089	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	38	09/27/78	\$ 1,257,695.88
	Sabine River and Northern Railroad Company .....	SRN 5300-5349	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	12/23/77	\$ 1,760,910.00
	FMC/Chemical Group .....	SSIX 1000-1099	LO, 100-Ton Hopper PL.C., 4650 cu. ft. ACF	94	12/03/76	\$ 2,869,480.66
	Terminal Railway of Alabama ...	TASD 77111-77200	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	90	04/04/77	\$ 2,802,017.70
		TASD 77201-77300	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	100		\$ 3,111,795.00
		TASD 78001-78300	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	298		\$ 9,838,058.76
		TASD 78301-78600	50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF	299		\$ 10,205,264.68
	Texas Mexican Railroad Com- pany .....	TM 3000-3149	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	149	03/15/78	\$ 5,187,348.58
	Valdosta Southern Railway Co.	VSO 6200-6249	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	03/26/76	\$ 1,667,238.00
		VSO 6350-6399	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50		\$ 1,770,570.50
	Vermont Railway Company .....	VTR 3501-3550	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	49	12/10/75	\$ 1,623,451.83
				<u>4,082</u>		<u>\$136,074,911.79</u>

ATTACHMENT VI

**1978 Series 3 ETC Series Trust and Amended ETC Series Trust**    ICC Recordation No. 9932

Purchase Agreement, dated as of November 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 3, dated as of November 1, 1978, between Citibank, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 10% Amended Trust Certificates, 1978 Series 3, due December 1, 1994—outstanding principal amount as of January 1, 1982: \$109,404,852.59.

**TRUST EQUIPMENT  
BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1978-3	Apalachicola Northern Railroad	AN 5600-5799	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	200	01/25/77	\$ 7,120,000.00
	Arcata and Mad River Railroad.	AMR 1000-1099	50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF	96	07/10/78	\$ 3,769,282.56
	Cadiz Railroad .....	CAD 1100-1116	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	17	11/10/76	\$ 650,542.40
	Camino, Placerville and Lake Tahoe Railroad Company .....	CPLT 7750-7769	50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF	19	02/09/77	\$ 742,126.13
	East Camden & Highland .....	EACH 2162-2200	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	39	04/26/78	\$ 1,386,050.25
		EACH 2351-2500	50'6" XM, 100-Ton PL.C., C-Sgl. 12' Plug FMC	99		\$ 4,296,673.26
		EACH 4001-4100	60'10" XP, 100-Ton PL.C., C-Sgl. 12' Plug ACF	97		\$ 4,777,069.59
		EACH 4100-4150	60'10" XM, 100-Ton PL.C., C-Sgl. 12' Plug ACF	50		\$ 2,462,407.00
	Green Bay and Western Rail- road Company .....	GBW 7000-7049	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	03/08/79	\$ 1,883,410.00
		GBW 10000-10049	50'6" XM, 100-Ton PL.C., C-Sgl. 12' Plug FMC	50	10/21/81	\$ 2,170,037.00
	New Orleans Public Belt Railway .....	NOPB 3500-3549	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	50	06/17/77	\$ 1,776,250.00
		NOPB 3550-3974	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	425		\$ 15,098,125.00
		NOPB 3975-4099	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	124		\$ 4,674,140.32

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
Port Huron and Detroit Rail- road Company.....		PHD 3000-3034	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	35	02/22/77	\$ 1,238,790.00
		PHD 4000-4024	50'6" XF, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	25		\$ 886,125.00
		PHD 5000-5039	50'6" XL, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	39		\$ 1,698,061.56
Rahway Valley Railroad .....		RV 1000-1024	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	25	09/19/78	\$ 941,705.00
Texas Mexican Railroad Com- pany .....		TM 3150-3299	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	150	03/15/78	\$ 5,406,108.00
Valley and Siletz Railroad .....		VS 2000-2059 2061, and 2087-2099	50'6" XM, 100-Ton PL.F., C-Dbl. 8' Sldg. FMC	74	07/26/78	\$ 3,050,033.58
		VS 2060, 2062-2086 and 2100-2149	50'6" XP, 100-Ton PL.F., C-Dbl. 8' Sldg. FMC	75		\$ 3,091,250.25
Warwick Railway Company.....		WRWK 60001-60300	60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. ACF	298	04/24/80	\$ 13,003,492.24
				<hr/> 2,037		<hr/> \$ 80,121,679.14

## FLATCARS

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>			
Atchison, Topeka and Santa Fe Railway Company.....	SFLC 901050-901094	SFLC 901050-901094	TOFC/COFC	45	05/14/82	\$ 1,973,601.00			
			70-Ton, 89'4" Flatcars						
			Bethlehem						
			SFLC 901100-901244	SFLC 901100-901244			TOFC/COFC	57	\$ 2,481,849.54
			70-Ton, 89'4" Flatcars						
			PS						
			SFLC 901095-901099	SFLC 901245-901294			TOFC/COFC	55	\$ 2,408,754.15
			70-Ton, 89'4" Flatcars						
			Bethlehem						
			SFLC 901100-901244	SFLC 901100-901244			TOFC/COFC	88	\$ 3,882,592.56
			70-Ton, 89'4" Flatcars						
			PS						
SFLC 901543-901590	SFLC 901543-901590	TOFC/COFC	48	\$ 2,107,509.92					
70-Ton, 89'4" Flatcars									
PS									
SFLC 901481-901542	SFLC 901481-901542	TOFC/COFC	62	\$ 2,715,322.86					
70-Ton, 89'4" Flatcars									
Bethlehem									
SFLC 901591-901644	SFLC 901591-901644	TOFC/COFC	54	\$ 2,386,133.10					
70-Ton, 89'4" Flatcars									
PS									
SFLC 901645-901699	SFLC 901645-901699	TOFC/COFC	55	\$ 2,421,916.75					
70-Ton, 89'4" Flatcars									
PS									
SFLC 901000-901049	SFLC 901000-901049	TOFC/COFC	50	\$ 2,177,094.00					
70-Ton, 89'4" Flatcars									
PS									
SFLC 901295-901444	SFLC 901295-901444	TOFC/COFC	150	\$ 6,530,121.00					
70-Ton, 89'4" Flatcars									
PS									
SFLC 901445-901480	SFLC 901445-901480	TOFC/COFC	36	\$ 1,600,924.68					
70-Ton, 89'4" Flatcars									
PS									
Brillion & Forest Junction Rail- road.....	BF JR 104000-104099	BF JR 104000-104099	TOFC/COFC	100	10/26/78	\$ 4,437,213.00			
70-Ton 89'4" Flatcars									
89'4" Flatcars									
PS									
Crab Orchard and Egyptian Railroad.....	COER 100000-100049	COER 100000-100049	TOFC/COFC	31	06/21/78	\$ 1,350,726.11			
70-Ton, 89'4" Flatcars									
PS									
COER 250000-250049	COER 250000-250049	TOFC/COFC	15	\$ 653,112.15					
70-Ton, 89'4" Flatcars									
PS									
COER 250050-250099	COER 250050-250099	TOFC/COFC	9	\$ 410,120.73					
70-Ton, 89'4" Flatcars									
ACF									
Detroit, Toledo and Ironton Railway Company.....	DTI 90000-90099	DTI 90000-90099	TOFC/COFC	18	03/10/81	\$ 778,192.56			
70-Ton, 89'4" Flatcars									
ACF									
DTI 90000-90099	DTI 90000-90099	TOFC/COFC	26	\$ 1,141,622.04					
70-Ton, 89'4" Flatcars									
PS									
DTI 90000-90099	DTI 90000-90099	TOFC/COFC	18	\$ 788,319.54					
70-Ton, 89'4" Flatcars									
Bethlehem									
DTI 90000-90099	DTI 90000-90099	TOFC/COFC	17	\$ 751,190.05					
70-Ton, 89'4" Flatcars									
PS									
DTI 90000-90099	DTI 90000-90099	TOFC/COFC	21	\$ 924,731.85					
70-Ton, 89'4" Flatcars									
PS									
DTI 90100-90134	DTI 90100-90134	TOFC/COFC	35	\$ 1,594,913.95					
70-Ton, 89'4" Flatcars									
ACF									
DTI 90135-90169	DTI 90135-90169	TOFC/COFC	35	\$ 1,523,928.35					
70-Ton, 89'4" Flatcars									
PS									
DTI 90170-90175	DTI 90170-90175	TOFC/COFC	6	\$ 273,413.82					
70-Ton, 89'4" Flatcars									
ACF									
DTI 90176-90193, 90222	DTI 90176-90193, 90222	TOFC/COFC	19	\$ 827,864.39					
70-Ton, 89'4" Flatcars									
PS									

ATTACHMENT VII

**1978 Series 4 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9929

Purchase Agreement, dated as of December 1, 1978, between Itel Corporation and The Travelers Insurance Company.

Equipment Trust Agreement, 1978 Series 4, dated as of December 1, 1978, between Bankers Trust Company, Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 10% Amended Trust Certificates, 1978 Series 4, due December 31, 1993—outstanding principal amount as of January 1, 1982: \$19,435,936.93.

**TRUST EQUIPMENT  
BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1978-4	Arkansas & Louisiana Missouri Railroad.....	ALM 1150-1249	60'10" XM, 100-Ton P.L.E., C-Sgl. 10' Sldg. ACF	96	06/14/77	\$ 4,183,959.36
	Atlanta and St. Andrews Bay Railway Company.....	ASAB 8100-8201	60'10" XM, 100-Ton P.L.E., C-Sgl. 10' Sldg. ACF	101	05/05/78	\$ 4,157,839.73
	Camino, Placerville and Lake Tahoe Railroad Company .....	CPLT 7770-7849	50'7" XM, 70-Ton P.L.C., OC-Dbl. 8' Sldg. ACF	80	02/09/77	\$ 3,124,741.60
	Greenville and Northern Railroad Company.....	GRN 8050-8099	50'6" XM, 70-Ton P.L.C., C-Sgl. 10' Sldg. PS	50	08/06/76	\$ 1,701,750.00
	Marinette, Tomahawk and Western Railroad Company...	MTW 4400-4599	50'6" XM, 70-Ton P.L.C., C-Sgl. 10' Sldg. FMC	199	12/23/77	\$ 7,164,199.00
	North Louisiana and Gulf Railroad Company.....	NLG 5401-5550	50'6" XM, 70-Ton P.L.C., C-Sgl. 10' Sldg. PS	145 671	07/21/77	\$ 5,152,907.05 \$25,485,396.74

**Interstate Commerce Commission**  
Washington, D.C. 20423

9/19/83

OFFICE OF THE SECRETARY

**Patricia Salas Pineda**  
**IteI Rail Corp.**  
**55 Francisco**  
**San Francisco, 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 **9/19/83** at **1:15pm**, and assigned re-  
recording number(s). **14162**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)



14162  
RECORDATION NO. .... Filed 1426

SEP 12 1983 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

**NOTICE OF CHANGE OF OWNERSHIP**

As of the date hereof, all right, title and interest of Itel Corporation in and to the equipment listed on Schedule 1 hereto and the leases set forth on Schedule 2 hereto have been transferred, conveyed and assigned by Itel Corporation to Itel Rail Corporation, effective the date hereof.

IN WITNESS WHEREOF, Itel Corporation and Itel Rail Corporation have duly executed this Notice of Change of Ownership on this 19th day of September, 1983.

**ITEL CORPORATION**

By: *W. H. Shum*  
President & Chief Exec. Officer  
**Title**

**ITEL RAIL CORPORATION**

By: *A. P. Hayes*  
Vice President  
**Title**

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

On this 16 day of Sept., 1983, before me personally appeared W. P. Womery, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of **ITEL CORPORATION**, 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.

  
NOTARY PUBLIC

My Commission Expires:



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

On this 16 day of Sept., 1983, before me personally appeared Desmond P. Hayes, to me personally known, who being duly sworn, says that he is an Authorized Officer of **ITEL RAIL CORPORATION**, 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.

  
NOTARY PUBLIC

My Commission Expires:



ATTACHMENT I

**1976 Series 1 ETC Series Trust and Amended ETC Series Trust**      ICC Recordation No. 8457

Purchase Agreement, dated as of July 15, 1976, by and among SSI Rail Corp., Itel Corporation, and the parties named on Annex I thereto.

Equipment Trust Agreement, 1976 Series 1, dated as of July 15, 1976, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 10%% Amended Trust Certificates, 1976 Series 1, due December 31, 1991—outstanding principal amount as of January 1, 1982: \$7,385,960.65.

**TRUST EQUIPMENT**

**BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1976-1	Escaaba & Lake Superior Railroad Company.....	ELS 9000-9049	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	49	12/22/76	\$ 1,521,517.13
	Greenville & Northern Railroad Company.....	GRN 8000-8049	50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF	50	08/06/76	\$ 1,448,448.50
	Lake Erie, Franklin & Clarion Railroad.....	LEF 1040-1049	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	10	01/03/77	\$ 310,513.70
	Minnesota, Dakota & Western Railroad.....	MDW 9000-9099	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Plug FMC	99	07/26/78	\$ 3,295,527.84
	Pearl River Valley Railroad Company.....	PRV 1000-1049	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	50	03/24/76	\$ 1,477,526.00
	Sierra Railroad Company.....	SERA 4000-4049	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	50	09/27/78	\$ 1,649,251.00
	Wabash Valley Railroad.....	WVRC 8000-8049	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	50	08/16/76	\$ 1,477,526.00
				358		\$11,180,310.17

ATTACHMENT II

**1977 Series 1 ETC Series Trust and Amended ETC Series Trust**

ICC Recordation No. 8673

Purchase Agreement, dated as of January 1, 1977, by and among SSI Rail Corporation, Itel Corporation, and the party named on Annex I thereto.

Equipment Trust Agreement, 1977 Series 1, dated as of January 1, 1977, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 9¼% Amended Trust Certificates, 1977 Series 1, due March 31, 1992—outstanding principal amount as of January 1, 1982: \$2,062,513.85.

**TRUST EQUIPMENT**

**BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1977-I	Cadiz Railroad .....	CAD 1000-1099	50'6" XM, 70-Ton P.L.B., C-Sgl. 10' Sldg. FMC	98	11/10/76	\$3,077,405.80

**ATTACHMENT III**

**1977 Series 2 ETC Series Trust and Amended ETC Series Trust**      ICC Recordation No. 8781

Purchase Agreement, dated as of March 15, 1977, by and among SSI Rail Corp., Itel Corporation, and the parties named on Annex I thereto.

Equipment Trust Agreement, 1977 Series 2, dated as of March 15, 1977, between First Security Bank of Utah, N.A., Trustee, and SSI Rail Corp., as amended.

Itel Corporation, Itel Rail Corporation, 9½% Amended Trust Certificates, 1977 Series 2, due October 31, 1992—outstanding principal amount as of January 1, 1982: \$19,326,662.09.

**TRUST EQUIPMENT**

**BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1977-2	City of Prineville Railway Company .....	COP 7001-7200	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	129	04/26/77	\$ 4,077,483.60
	Camino, Placerville & Lake Tahoe Railroad Company .....	CPLT 7850-7899	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	50	01/24/80	\$ 1,567,169.50
	McCloud River Railroad .....	MR 2000-2399	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	144	04/20/77	\$ 4,513,448.16
	(Sublease from Seattle & North Coast Railroad Company).....	MR 11000-11099	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	100	02/06/80	\$ 3,134,339.00
	Natchez Trace Railroad .....	NTR 7005-7195	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	70	02/11/82	\$ 2,212,588.00
	Port Huron and Detroit Railroad Company .....	PHD 1000-1023	50'6" XP, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	23	02/22/77	\$ 759,287.96
		PHD 1024-1099	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	72		\$ 2,376,901.44
	Sierra Railroad Company .....	SERA 4500-4599	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	100	08/29/80	\$ 3,134,339.00
	Terminal Railway of Alabama	TASD 77001-77110	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	109	04/04/77	\$ 3,393,554.77
	Toledo, Peoria & Western Railroad Company .....	TPW 70101-70150	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	49	01/12/77	\$ 1,557,741.85
	Wabash Valley Railway .....	WVRC 7700-7739	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	40	12/30/75	\$ 1,242,527.20
		WVRC 7740-7749	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	10		\$ 312,864.50
				<b>896</b>		<b>\$28,282,244.98</b>

ATTACHMENT IV

**1978 Series 1 ETC Series Trust and Amended ETC Series Trust**      ICC Recordation No. 9290

Purchase Agreement, dated as of January 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 1, dated as of January 1, 1978, between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 9½% Amended Trust Certificates, 1978 Series 1, due January 31, 1993—outstanding principal amount as of January 1, 1982: \$10,237,973.42.

**TRUST EQUIPMENT**

**BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1978-1	Apalachicola Northern Railroad	AN 5200-5399	50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF	197	01/25/77	\$ 6,606,934.78
	Green Bay & Western Railroad Company .....	GBW 8000-8048	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	49	04/22/81	\$ 1,619,554.37
	Meridian & Bigbee Railroad Company .....	MB 4000-4005	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	6	06/01/77	\$ 174,773.88
	North Louisiana & Gulf Rail- road Company .....	NLG 5001-5100	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	98	07/21/77	\$ 3,085,654.46
	Terminal Railway of Alabama ...	TASD 78601-78700	50'6" XM, 70-Ton	99	04/04/77	\$ 3,272,160.87
				<u>449</u>		<u>\$14,759,078.36</u>

ATTACHMENT V

**1978 Series 2 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9291

Purchase Agreement, dated as of February 1, 1978, by and among Itel Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 2, dated as of February 1, 1978, between First Security Bank of Utah, N.A., Trustee, and Itel Corporation, as amended.

Itel Corporation, Itel Rail Corporation, 9¼% Amended Trust Certificates, 1978 Series 2, due August 15, 1993—outstanding principal amount as of January 1, 1982: \$109,113,305.64.

**TRUST EQUIPMENT  
BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1978-2	Arkansas & Louisiana Missouri Railroad.....	ALM 1000-1149	60'10" XM, 100-Ton PL.E., C-Sgl. 10' Sldg. FMC	149	06/14/77	\$ 5,916,013.71
	Arkansas & Louisiana Missouri Railroad.....	ALM 1500-1599	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	100	06/14/77	\$ 3,325,131.00
	Apalachicola Northern Railroad	AN 5550-5599	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	01/25/77	\$ 1,750,633.50
	Apache Railway.....	APA 1800-1849	50'6" XM, 70-Ton PL.C., OC-Dbl. 8' Plug FMC	49	06/01/76	\$ 1,642,100.74
	Atlanta & St. Andrews Bay Railway Company.....	ASAB 7200-7299	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	97	05/05/78	\$ 3,406,726.33
	Corinth and Counce Railroad Company.....	CCR 6000-6399	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	60	04/29/77	\$ 1,875,144.00
	Clarendon and Pirusford Railroad Company.....	CLP 3061-3160	50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF	98	10/18/76	\$ 3,356,005.10
		CLP 3161-3260	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	99		\$ 3,277,109.88
	City of Prineville Railway Company.....	COP 7201-7400	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	196	04/26/77	\$ 6,469,264.20
	East Camden & Highland.....	EACH 2001-2161	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	161	04/26/78	\$ 5,721,899.75
	Green Bay and Western Railroad Company.....	GBW 8049	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	1	04/22/81	\$ 33,365.19
		GBW 8050-8197	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	148		\$ 4,938,048.12
	Green Mountain Railroad Company.....	GMRC 750-799	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	01/02/76	\$ 1,830,951.50
	Hartford & Slocomb Railway Company.....	HS 4000-4099	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	27	07/01/75	\$ 891,365.31
	Lake Eric, Franklin and Clarion Railroad.....	LEF 2500-2579	HT, 100-Ton Hopper PL.B., 3433 cu. ft. ACF	80	01/03/77	\$ 2,216,988.80

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
	Meridian & Bigbee Railroad Company .....	MB 4006-4099	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	93	06/01/77	\$ 2,708,995.14
	McCloud River Railroad .....	MR 1010-1698	49'6" XM, 70-Ton PL.B., C-Dbl. 12' Plug SI (Rebuild)	94	04/20/77	\$ 3,054,153.06
		MR 2400-2405	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	6		\$ 198,242.52
		MR 4000-4099	50'6" XM, 70-Ton PL.B., C-Dbl. 8' Sldg. FMC	73	04/20/83	\$ 2,409,987.68
	Mississippi Export Railway Company .....	MSE 800-899	50'7" XM, 70-Ton PL.C. C-Sgl. 10' Sldg. ACF	97	04/25/78	\$ 3,334,326.50
		MSE 900-999	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	98		\$ 3,567,305.84
	Marinette, Tomahawk and Western Railroad Company ...	MTW 4300-4399	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	98	12/23/77	\$ 3,455,261.46
	North Louisiana & Gulf Rail- road Company .....	NLG 5101-5400	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	296	07/21/77	\$ 9,726,625.12
	New Orleans Public Belt Railway .....	NOPB 3100-3299	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	199	06/17/77	\$ 6,427,700.00
		NOPB 3300-3399	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	100		\$ 3,115,582.00
		NOPB 3400-3499	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. PS	99		\$ 3,090,786.93
	Port Huron and Detroit Rail- road Company .....	PHD 2000-2199	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	196	02/22/77	\$ 6,206,245.92
	Sierra Railroad Company .....	SERA 4050-4089	50'6" XM, 70-Ton PL.B., OC-Dbl. 8' Sldg. FMC	38	09/27/78	\$ 1,257,695.88
	Sabine River and Northern Railroad Company .....	SRN 5300-5349	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	12/23/77	\$ 1,760,910.00
	FMC/Chemical Group .....	SSIX 1000-1099	LO, 100-Ton Hopper PL.C., 4650 cu. ft. ACF	94	12/03/76	\$ 2,869,480.66
	Terminal Railway of Alabama ...	TASD 77111-77200	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	90	04/04/77	\$ 2,802,017.70
		TASD 77201-77300	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	100		\$ 3,111,795.00
		TASD 78001-78300	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	298		\$ 9,838,058.76
		TASD 78301-78600	50'7" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. ACF	299		\$ 10,205,264.68
	Texas Mexican Railroad Com- pany .....	TM 3000-3149	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	149	03/15/78	\$ 5,187,348.58
	Valdosta Southern Railway Co.	VSO 6200-6249	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	03/26/76	\$ 1,667,238.00
		VSO 6350-6399	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50		\$ 1,770,570.50
	Vermont Railway Company .....	VTR 3501-3550	50'6" XM, 70-Ton PL.B., C-Sgl. 10' Sldg. FMC	49	12/10/75	\$ 1,623,451.83
				4,082		\$136,074,911.79

ATTACHMENT VI

**1978 Series 3 ETC Series Trust and Amended ETC Series Trust**    ICC Recordation No. 9932

Purchase Agreement, dated as of November 1, 1978, by and among IteI Corporation and the parties named on Annex I thereto.

Equipment Trust Agreement, 1978 Series 3, dated as of November 1, 1978, between Citibank, N.A., Trustee, and IteI Corporation, as amended.

IteI Corporation, IteI Rail Corporation, 10% Amended Trust Certificates, 1978 Series 3, due December 1, 1994—outstanding principal amount as of January 1, 1982: \$109,404,852.59.

**TRUST EQUIPMENT  
BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1978-3	Apalachicola Northern Railroad	AN 5600-5799	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	200	01/25/77	\$ 7,120,000.00
	Arcata and Mad River Railroad	AMR 1000-1099	50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF	96	07/10/78	\$ 3,769,282.56
	Cadiz Railroad .....	CAD 1100-1116	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	17	11/10/76	\$ 650,542.40
	Camino, Placerville and Lake Tahoe Railroad Company .....	CPLT 7750-7769	50'7" XM, 70-Ton PL.C., OC-Dbl. 8' Sldg. ACF	19	02/09/77	\$ 742,126.13
	East Camden & Highland .....	EACH 2162-2200	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	39	04/26/78	\$ 1,386,050.25
		EACH 2351-2500	50'6" XM, 100-Ton PL.C., C-Sgl. 12' Plug FMC	99		\$ 4,296,673.26
		EACH 4001-4100	60'10" XP, 100-Ton PL.C., C-Sgl. 12' Plug ACF	97		\$ 4,777,069.59
		EACH 4100-4150	60'10" XM, 100-Ton PL.C., C-Sgl. 12' Plug ACF	50		\$ 2,462,407.00
	Green Bay and Western Rail- road Company .....	GBW 7000-7049	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	50	03/08/79	\$ 1,883,410.00
		GBW 10000-10049	50'6" XM, 100-Ton PL.C., C-Sgl. 12' Plug FMC	50	10/21/81	\$ 2,170,037.00
	New Orleans Public Belt Railway .....	NOPB 3500-3549	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	50	06/17/77	\$ 1,776,250.00
		NOPB 3550-3974	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	425		\$ 15,098,125.00
		NOPB 3975-4099	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	124		\$ 4,674,140.32

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
Port Huron and Detroit Rail- road Company.....		PHD 3000-3034	50'6" XP, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	35	02/22/77	\$ 1,238,790.00
		PHD 4000-4024	50'6" XF, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	25		\$ 886,125.00
		PHD 5000-5039	50'6" XL, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	39		\$ 1,698,061.56
Rahway Valley Railroad .....		RV 1000-1024	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. FMC	25	09/19/78	\$ 941,705.00
Texas Mexican Railroad Com- pany .....		TM 3150-3299	50'6" XM, 70-Ton PL.C., C-Sgl. 10' Sldg. PS	150	03/15/78	\$ 5,406,108.00
Valley and Siletz Railroad .....		VS 2000-2059 2061, and 2087-2099	50'6" XM, 100-Ton PL.F., C-Dbl. 8' Sldg. FMC	74	07/26/78	\$ 3,050,033.58
		VS 2060, 2062-2086 and 2100-2149	50'6" XP, 100-Ton PL.F., C-Dbl. 8' Sldg. FMC	75		\$ 3,091,250.25
Warwick Railway Company.....		WRWK 60001-60300	60'10" XM, 100-Ton PL.C., C-Sgl. 12' Sldg. ACF	298	04/24/80	\$ 13,003,492.24
				<u>2,037</u>		<u>\$ 80,121,679.14</u>

## FLATCARS

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
Atchison, Topeka and Santa Fe Railway Company.....	SFLC 901050-901094	SFLC 901050-901094	TOFC/COFC	45	05/14/82	\$ 1,973,601.00
			70-Ton, 89'4" Flatcars			
			Bethlehem			
			TOFC/COFC	57		\$ 2,481,849.54
			70-Ton, 89'4" Flatcars			
			PS			
			TOFC/COFC	55		\$ 2,408,754.15
			70-Ton, 89'4" Flatcars			
			Bethlehem			
			TOFC/COFC	88		\$ 3,882,592.56
			70-Ton, 89'4" Flatcars			
			PS			
SFLC 901543-901590	SFLC 901543-901590	TOFC/COFC	48	\$ 2,107,509.92		
		70-Ton, 89'4" Flatcars				
		PS				
SFLC 901481-901542	SFLC 901481-901542	TOFC/COFC	62	\$ 2,715,322.86		
		70-Ton, 89'4" Flatcars				
		Bethlehem				
SFLC 901591-901644	SFLC 901591-901644	TOFC/COFC	54	\$ 2,386,133.10		
		70-Ton, 89'4" Flatcars				
		PS				
SFLC 901645-901699	SFLC 901645-901699	TOFC/COFC	55	\$ 2,421,916.75		
		70-Ton, 89'4" Flatcars				
		PS				
SFLC 901000-901049	SFLC 901000-901049	TOFC/COFC	50	\$ 2,177,094.00		
		70-Ton, 89'4" Flatcars				
		PS				
SFLC 901295-901444	SFLC 901295-901444	TOFC/COFC	150	\$ 6,530,121.00		
		70-Ton, 89'4" Flatcars				
		PS				
SFLC 901445-901480	SFLC 901445-901480	TOFC/COFC	36	\$ 1,600,924.68		
		70-Ton, 89'4" Flatcars				
		PS				
Brillion & Forest Junction Rail- road.....	BF JR 104000-104099	BF JR 104000-104099	TOFC/COFC	100	10/26/78	\$ 4,437,213.00
			70-Ton 89'4" Flatcars			
			89'4" Flatcars			
			PS			
Crab Orchard and Egyptian Railroad.....	COER 100000-100049	COER 100000-100049	TOFC/COFC	31	06/21/78	\$ 1,350,726.11
			70-Ton, 89'4" Flatcars			
			PS			
	COER 250000-250049	COER 250000-250049	TOFC/COFC	15	\$ 653,112.15	
			70-Ton, 89'4" Flatcars			
			PS			
	COER 250050-250099	COER 250050-250099	TOFC/COFC	9	\$ 410,120.73	
			70-Ton, 89'4" Flatcars			
			ACF			
Detroit, Toledo and Ironton Railway Company.....	DTI 90000-90099	DTI 90000-90099	TOFC/COFC	18	03/10/81	\$ 778,192.56
			70-Ton, 89'4" Flatcars			
			ACF			
			TOFC/COFC	26		\$ 1,141,622.04
			70-Ton, 89'4" Flatcars			
			PS			
			TOFC/COFC	18		\$ 788,319.54
			70-Ton, 89'4" Flatcars			
			Bethlehem			
			TOFC/COFC	17		\$ 751,190.05
			70-Ton, 89'4" Flatcars			
			PS			
DTI 90000-90099	DTI 90000-90099	TOFC/COFC	21	\$ 924,731.85		
			70-Ton, 89'4" Flatcars			
			PS			
DTI 90100-90134	DTI 90100-90134	TOFC/COFC	35	\$ 1,594,913.95		
			70-Ton, 89'4" Flatcars			
			ACF			
DTI 90135-90169	DTI 90135-90169	TOFC/COFC	35	\$ 1,523,928.35		
			70-Ton, 89'4" Flatcars			
			PS			
DTI 90170-90175	DTI 90170-90175	TOFC/COFC	6	\$ 273,413.82		
			70-Ton, 89'4" Flatcars			
			ACF			
DTI 90176-90193, 90222	DTI 90176-90193, 90222	TOFC/COFC	19	\$ 827,864.39		
			70-Ton, 89'4" Flatcars			
			PS			

ATTACHMENT VII

**1978 Series 4 ETC Series Trust and Amended ETC Series Trust** ICC Recordation No. 9929

Purchase Agreement, dated as of December 1, 1978, between IteI Corporation and The Travelers Insurance Company.

Equipment Trust Agreement, 1978 Series 4, dated as of December 1, 1978, between Bankers Trust Company, Trustee, and IteI Corporation, as amended.

IteI Corporation, IteI Rail Corporation, ~~1978~~ Amended Trust Certificates, 1978 Series 4, due December 31, 1993—outstanding principal amount as of January 1, 1982: \$19,435,936.93.

**TRUST EQUIPMENT  
BOXCARS**

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
1978-4	Arkansas & Louisiana Missouri Railroad.....	ALM 1150-1249	60'10" XM, 100-Ton P.L.E., C-Sgl. 10' Sidg. ACF	96	06/14/77	\$ 4,183,959.36
	Atlanta and St. Andrews Bay Railway Company.....	ASAB 8100-8201	60'10" XM, 100-Ton P.L.E., C-Sgl. 10' Sidg. ACF	101	05/05/78	\$ 4,157,839.73
	Camino, Placerville and Lake Tahoe Railroad Company .....	CPLT 7770-7849	50'7" XM, 70-Ton P.L.C., OC-Dbl. 8' Sidg. ACF	80	02/09/77	\$ 3,124,741.60
	Greenville and Northern Rail- road Company.....	GRN 8050-8099	50'6" XM, 70-Ton P.L.C., C-Sgl. 10' Sidg. PS	50	08/06/76	\$ 1,701,750.00
	Marinette, Tomahawk and Western Railroad Company...	MTW 4400-4599	50'6" XM, 70-Ton P.L.C., C-Sgl. 10' Sidg. FMC	199	12/23/77	\$ 7,164,199.00
	North Louisiana and Gulf Rail- road Company.....	NLG 5401-5550	50'6" XM, 70-Ton P.L.C., C-Sgl. 10' Sidg. PS	145 671	07/21/77	\$ 5,152,907.05 \$25,485,396.74

<u>Series</u>	<u>Lessee</u>	<u>Reporting Marks</u>	<u>Equipment Description/ Manufacturer</u>	<u>No. of Cars</u>	<u>Lease Date</u>	<u>Total Cost</u>
		DTI 90194-90199	TOFC/COFC 70-Ton, 89'4" Flatcars ACF	6		\$ 259,397.52
		DTI 90200-90202	TOFC/COFC 70-Ton, 89'4" Flatcars PS	3		\$ 132,562.95
		DTI 90203-90206	TOFC/COFC 70-Ton, 89'4" Flatcars PS	4		\$ 176,139.40
		DTI 90207-90212	TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem	6		\$ 262,773.18
		DTI 90213-90219	TOFC/COFC 70-Ton, 89'4" Flatcars PS	7		\$ 307,359.78
		DTI 90220, 90221	TOFC/COFC 70-Ton, 89'4" Flatcars PS	2		\$ 88,375.30
		DTI 90223-90234	TOFC/COFC 70-Ton, 89'4" Flatcars PS	12		\$ 533,641.56
	Maine Central Railroad Company	MEC 105057-105065	TOFC/COFC 70-Ton, 89'4" Flatcars PS	9	03/22/82	\$ 395,176.86
		MEC 105051-105056	TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem	6		\$ 262,771.98
		MEC 105066-105074	TOFC/COFC 70-Ton, 89'4" Flatcars PS	9		\$ 397,688.85
		MEC 105075	TOFC/COFC 70-Ton, 89'4" Flatcars PS	1		\$ 44,034.85
		MEC 105091-105105 (N.S.)	TOFC/COFC 70-Ton, 89'4" Flatcars PS	10	04/11/80	\$ 439,085.40
		MEC 105076-105087 (N.S.)	TOFC/COFC 70-Ton, 89'4" Flatcars Bethlehem	8		\$ 350,364.24
		MEC 105107-105123 (N.S.)	TOFC/COFC 70-Ton, 89'4" Flatcars PS	14		\$ 618,627.10
		MEC 105079-105125 (N.S.)	TOFC/COFC 70-Ton, 89'4" Flatcars PS	18		\$ 792,627.30
	Soo Line Railroad Co. ....	SOO 54694-54793	TOFC/COFC 70-Ton, 89'4" Flatcars PS	100	02/11/83	\$ 4,437,213.00
		SOO 54754-54793	TOFC/COFC 70-Ton, 89'4" Flatcars PS	40		\$ 1,741,648.00
		SOO 54754-54793	TOFC/COFC 70-Ton, 89'4" Flatcars PS	10		\$ 441,203.70
		SOO 54845-54893	TOFC/COFC 70-Ton, 89'4" Flatcars PS	49		\$ 2,179,036.00
		SOO 54844	TOFC/COFC 70-Ton, 89'4" Flatcars PS	1		\$ 44,187.65
	Toledo, Peoria and Western Railroad Company.....	TPW 105076-105100	TOFC/COFC 70-Ton, 89'4" Flatcars ACF	25	01/12/77	\$ 1,080,823.00
				1,290		\$ 56,686,693.80
			1978-3 Total: (Boxcars and Flatcars)	3,327		\$136,810,373.02