

# ITEL

October 31, 1986

## Itel Rail Corporation

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

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

RECORDATION NO. 14165-FFF Filed & Recorded

NOV 6 1986 2:45 PM

INTERSTATE COMMERCE COMMISSION

Re: Second Amendment, Dated as of October 27, 1986, to Consolidated, Amended, and Restated Equipment Trust Agreement of January 1, 1982

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. § 11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this Amendment under the Equipment Trust Agreement dated January 1, 1982 between Itel Rail Corporation and First Security Bank of Utah, N.A., which was filed with the I.C.C. on September 20, 1983 and given Recordation No. 14165.

The names and addresses of the parties to the aforementioned instrument are listed as follows:

Itel Corporation  
2 North Riverside Plaza  
Chicago, Illinois 60606

Itel Rail Corporation  
55 Francisco Street  
San Francisco, California 94133

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

This Amendment merely adds a default provision to the aforesaid Agreement of January 1, 1982.

As we only require the services of Wilmer, Cutler & Pickering for special projects, please return to the undersigned the stamped counterparts not required for filing purposes, along with the fee receipt and a letter from the I.C.C. acknowledging this filing.

Very truly yours,

Josie Villaflores  
Legal Assistant

Encl.

cc: Robert S. Clark, Esq.  
J. Michael Kelly, Esq.  
Howard L. Chabner, Esq.

6-310AG22

No. \_\_\_\_\_

Date NOV 6 1986

Fee \$ 10.00

ICC - Washington, D.C.

RECORDED & INDEXED  
NOV 6 2 36 PM 1986  
FBI - SAN FRANCISCO

Interstate Commerce Commission  
Washington, D.C. 20423

11/7/86

OFFICE OF THE SECRETARY

Josie Villaflores  
Itel Rail Corporation  
55 Francisco St.  
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 11/6/87 at 2:45pm, and assigned re-  
recording number(s). 14165-FFF

Sincerely yours,

*Noreta R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

**SECOND AMENDMENT,  
DATED AS OF OCTOBER 27, 1986,  
TO CONSOLIDATED, AMENDED, AND RESTATED  
EQUIPMENT TRUST AGREEMENT**

RECORDATION NO. 14165 FFF  
Filed & Recorded

NOV 6 1986 2-45 PM  
INTERSTATE COMMERCE COMMISSION

Section 5.01(a) of the Consolidated, Amended, and Restated Equipment Trust Agreement dated as of January 1, 1982, among ITEL Rail Corporation, ITEL Corporation and First Security Bank of Utah, N.A., as Trustee, as amended, is hereby amended by adding thereto a clause (3) as follows:

"(3) Rail shall default in any payment of the "Obligations" (as defined in the Loan and Security Agreement dated as of September 30, 1986 between Heller Financial, Inc. and Rail (the "Loan Agreement")) beyond any period of grace provided with respect thereto, or shall default in the performance of any other agreement, term or condition contained in the Loan Agreement and the effect of such default is to cause the Obligations to become due prior to the stated maturity or scheduled date for payment thereof."

This Second Amendment may be executed by the parties in counterparts, all of which taken together shall constitute a single instrument.

**ITEL CORPORATION**

By *James E. J. L.*  
Title *Dr. V.P., General Counsel & Secretary*  
Date *Oct. 29, 1986*

**ITEL RAIL CORPORATION**

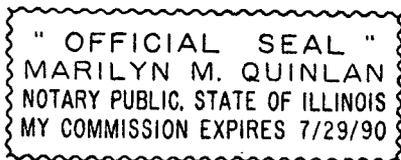
By *D. P. Hayes*  
Title *PRESIDENT*  
Date *October 29, 1986*

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

By *Val Z. Ostr*  
Authorized Officer  
Date *October 30, 1986*

STATE OF Illinois )  
COUNTY OF Cook ) SS.

On the 29th day of October, 1986 before me personally came James E. Kroy to me known, who, being by me duly sworn, did depose and say that he is the Sr. V.P., General Counsel & Secretary of Itel Corporation, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Itel Corporation; and that he signed his name thereto pursuant to like authority.



Marilyn M. Quinlan  
Notary Public

STATE OF CALIFORNIA )  
COUNTY OF SAN FRANCISCO ) SS.

On the 29th day of October, 1986 before me personally came Desmond P. Hayes to me known, who, being by me duly sworn, did depose and say that he is the President of Itel Rail Corporation, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Itel Rail Corporation; and that he signed his name thereto pursuant to like authority.

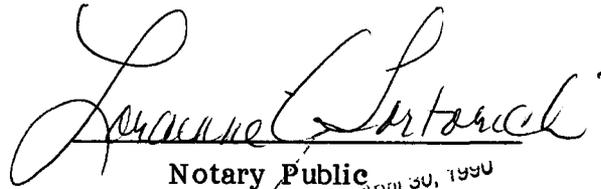


Josie Villaflores  
Notary Public

STATE OF UTAH )  
COUNTY OF SALT LAKE )

SS.

On the 30<sup>th</sup> day of October, 1986 before me personally came  
VAL T. ORTON to me known, who, being by me duly sworn, did  
depose and say that he is the TRUST OFFICER of  
First Security Bank of Utah, Inc., one of the parties described in and which  
executed the above instrument; that the execution of the above instrument was duly  
authorized by the board of directors of First Security Bank of Utah, N.A.; and  
that he signed his name thereto pursuant to like authority.



Notary Public  
My Commission Expires April 30, 1990