

5-336A014

ITEL

No.
Date DEC 2 1985

IteI Rail Corporation

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

Fee \$ 20.00

ICC Washington, D.C. RECORDATION NO. 14165-99 FILED 1425

November 8, 1985

DEC 2 1985 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

*\$20 fee total
as has cross indexing request.*

FILE FIRST

Dear Mr. Bayne:

On behalf of IteI Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 27

Please record this document under Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among IteI Corporation, IteI Rail Corporation and First Security Bank of Utah, N.A. which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement dated as of September 23, 1983 between IteI Rail Corporation and McCloud River Railroad Company which was filed on February 8, 1985 under Recordation No. 14569. *Cross-index*

*this one is
14165-JJ*

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

1. IteI Corporation
55 Francisco Street
San Francisco, California 94133
2. IteI Rail Corporation
55 Francisco Street
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

DEC 2 11 28 AM '85

The equipment covered by this Supplement is six (6) boxcars bearing reporting marks MR 7075-7080.

Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

*C. Campbell
Richard Coombs*

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt and the letter from the I.C.C. acknowledging the filings.

Very truly yours,

Denise M Bottarini

Denise M. Bottarini
Senior Legal Assistant

/vdy/71
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly
Ginny Hanger

Interstate Commerce Commission
Washington, D.C. 20423

12/2/85

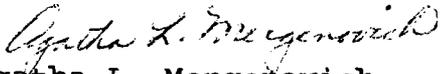
OFFICE OF THE SECRETARY

Denise M. Bottarini
Senior Legal Assistant
Itel Rail Corp.
55 Francisco St.
San Francisco, Calif. 94133

Dear Ms. Bottarini:

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/2/85 at 11:35am , and assigned re-
recording number (s) .14165-JJ & 14165-KK

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure (s)

14165-55

RECORDATION NO. 14165-2J

09/20/85

DEC 2 1985 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 27 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 27, dated October 3, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION ("Itel")** and **ITEL RAIL CORPORATION**, a Delaware corporation ("Itel Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of March 15, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on April 14, 1977 ("1977 Series 2 Equipment Trust") and given recordation number 8781; and

WHEREAS, the 1977 Series 2 Equipment Trust has been consolidated, amended and restated in 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 is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the **CITY OF PRINEVILLE RAILWAY ("COP")** are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of April 26, 1977 (such Lease, together with any amendments or supplements thereto, called the "COP Lease"), pursuant to which Itel Rail leased to COP certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series COP 7004 through and including COP 7200. Subsequently one unit of Trust Equipment bearing reporting mark COP 7066 was destroyed; and

WHEREAS, pursuant to a Stipulation for Entry of Judgment re City of Prineville Railway, dated October 6, 1982, the COP Lease was terminated with respect to certain Equipment including six (6) units of Trust Equipment bearing reporting marks COP 7025, COP 7034, COP 7044, COP 7109, COP 7196, and COP 7197 ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these six (6) units of Terminated Trust Equipment to the **MCCLLOUD RIVER RAILROAD COMPANY ("MR")** by means of a Lease dated September 23, 1983; and

WHEREAS, Itel Rail has changed the reporting marks of these six (6) units of Terminated Trust Equipment from the previous COP reporting marks to the current MR reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require ITEL Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1C of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous six (6) COP reporting marks have been changed and remarked with the current six (6) MR reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedule 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

ITEL CORPORATION

By: C E D Itin

(Seal)

Attest:

[Signature]
Asst. Secretary

ITEL RAIL CORPORATION

By: [Signature]

(Seal)

Attest:

Howard S. Chelver
Asst. Secretary

FIRST SECURITY BANK OF UTAH, N.A.

By: Val T. Olt
Authorized Officer

(Seal)

Attest:

[Signature]
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous COP Reporting Marks</u>	<u>Current MR Reporting Marks</u>
6	COP 7025 COP 7034 COP 7044 COP 7109 COP 7196 COP 7197	MR 7075 MR 7076 MR 7077 MR 7078 MR 7079 MR 7080

ITEL RAIL CORPORATION

By: AP Hayes
Authorized Officer

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

On this 3rd day of October, 1985, before me personally appeared Arnold E. Ditré, to me personally known, who being by me duly sworn says that such person is Chief Operating Officer of Itel 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.



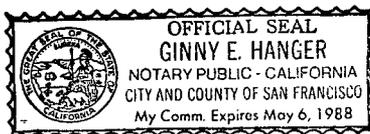
W F Kroeger
Notary Public

My commission expires:

11.14-86

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

On this 23rd day of September, 1985, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President 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.



Ginny E. Hanger
Notary Public

My commission expires:

May 6, 1988

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

On this 15 day of NOVEMBER, 1985, before me personally appeared VAL T. ORTON, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed and sealed on behalf of said national banking association signed 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 national banking association.

Edward B Smith
Notary Public

My commission expires:
10-16-88