

ITEL

RECORDATION NO. 14544-B
FILED 145

Istel Rail Corporation

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

SEP 13 1985 - 9 20 AM
INTERSTATE COMMERCE COMMISSION

5-256A051

June 21, 1985

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

Rs.
Date SEP 13 1985
Fee \$ 10.00

ICC Washington, D. C.

ICC OFFICE OF
THE SECRETARY
SEP 13 9 11 AM '85
MOTOR OPERATING UNIT

Dear Mr. Bayne:

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 Istel Rail Corporation for filing and recordation under the Lease Agreement dated as of November 1, 1984 between Istel Corporation, Rail Division as predecessor in interest to Istel Rail Corporation and Atchison, Topeka and Santa Fe Railway Company which was filed with the I.C.C. on January 14, 1985 and given I.C.C. Recordation No. 14544, four counterparts of the following document:

Correction to Assignment Agreement.

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

1. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111
2. Istel Rail Corporation
55 Francisco, 5th Floor
San Francisco, California 94133

The equipment covered by this Correction is 100 flatcars bearing reporting marks SFLC 901050-901099, SFLC 901245-901294, 195 flatcars bearing reporting marks SFLC 902000-902049, SFLC 902100-902244, and 24 flatcars bearing reporting marks TPW 105076-105095 and TPW 105097-105100.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

This one should be 14544-B

Carroll [Signature]

Honorable Bayne
June 21, 1985
Page Two

Please stamp all counterparts of the enclosed Correction 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 returned to the bearer of this document.

Sincerely,



Denise M. Bottarini
Senior Legal Assistant

DMB/vdv/3/4

cc: Robert S. Clark
J. Michael Kelly, Esq.
Virginia Hanger

Interstate Commerce Commission
Washington, D.C. 20423

9/13/85

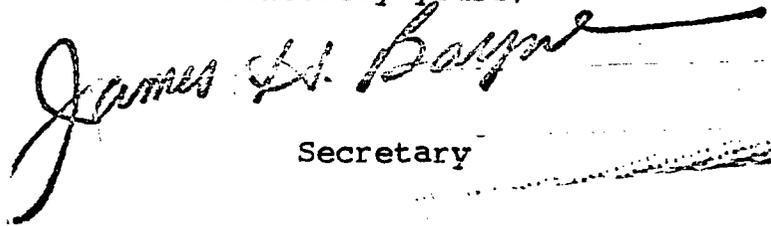
OFFICE OF THE SECRETARY

Denise M Bottarini
Senior Legal Assistant
Itel Rail Corp.
55 Francisco Street
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 9/13/85 at 9:20am and assigned re-
recording number(s). 14544-B

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION 14544-13 Filed 1425

SEP 13 1985 9 20 AM

INTERSTATE COMMERCE COMMISSION

06/18/85

CORRECTION TO ASSIGNMENT AGREEMENT

THIS CORRECTION TO ASSIGNMENT AGREEMENT is made this June 20, 1985 to that certain Assignment Agreement ("Assignment Agreement") by and between ITEL RAIL CORPORATION ("IteI Rail") and FIRST SECURITY BANK OF UTAH, N.A. (the "Trustee") dated as of December 7, 1984.

WHEREAS, IteI Rail and Atchison, Topeka and Santa Fe Railway Company ("ATSF") are parties to a Lease Agreement made as of November 1, 1984 pursuant to which five hundred thirty-eight (538) flatcars bearing reporting marks SFLC 901050-901099, SFLC 901245-901294, SFLC 901481-901544, SFLC 902000-902049, SFLC 902100-902244, SFLC 902545-902699, TPW 105076-105095 and TPW 105097-105100 have been leased by IteI Rail to ATSF; and

WHEREAS, IteI Rail and the Trustee are parties to the Assignment Agreement pursuant to which IteI Rail assigned its rights and interest to the Lease with respect to those flatcars bearing reporting marks SFLC 901050-901099, SFLC 901245-901294, SFLC 901481-901544, SFLC 902000-902049, SFLC 902100-902244, SFLC 902545-902699, TPW 105076-105095 and TPW 105097-105100 to the Trustee; and

WHEREAS, IteI Rail and the Trustee wish to correct the Assignment Agreement so that it will reflect that IteI Rail assigns its rights and interest only to those flatcars bearing reporting marks SFLC 901050-901099, SFLC 901245-901294, SFLC 902000-902049, SFLC 902100-902244, TPW 105076-105095 and TPW 105097-105100 to the Trustee and that IteI Rail has not assigned its rights and interest to the Lease with respect to those flatcars bearing reporting marks SFLC 901481-901544 and SFLC 902545-902699.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree to correct the Assignment Agreement as follows:

1. Annex A attached to and incorporated into the Assignment Agreement is deleted in its entirety and Annex A-1 attached hereto shall be substituted in its stead.
2. Except as expressly modified by this Correction, all terms and provisions of the Assignment Agreement shall remain in full force and effect.

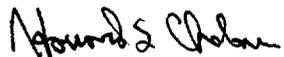
IN WITNESS WHEREOF, the parties hereto have caused this Correction to be executed in their respective names by officers duly authorized and their

respective seals to be affixed and duly attested, all as of the date first written above.

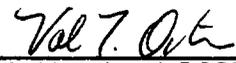
ITEL RAIL CORPORATION

By: 

(Seal)

Attest: 
Asst Secretary

**FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION**

By: 
Authorized Officer

(Seal)

Attest: 
Authorized Officer

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

On this 20th day of JUNE, 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.



Christi S. Gronroos
Notary Public

(Notarial Seal)

My commission expires:

JUNE 6, 1986

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

On this 9th day of Sept, 1985, before me personally appeared Val J. Arton, 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 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.

Elizabeth M. Webb
Notary Public

(Notarial Seal)

My commission expires:

May 31, 1989

ANNEX A-1

<u>No. of Units</u>	<u>Reporting Marks</u>	<u>Trust Equipment Description</u>	<u>AAR Mechanical Designation</u>
100	SFLC 901050- 901099 901245- 901294	70-Ton Flush Deck Flatcar	FC
195	SLFC 902000- 902049 902100- 902244	70-Ton Flush Deck Flatcar; Modified to Hold Two (2) Forty-Five Foot (45') Intermodal Trailers	FC
24	TPW 105076- 105095 105097- 105100	70-Ton Flush Deck Flatcar	FC