

7-182A040

ITEL

No. JUL 1 1987

Itel Rail Corporation Date _____

June 29, 1987

RECORDATION NO. 15063-E Filed 1987

55 Francisco Street
San Francisco, California 94133 Fee \$ 10.00
(415) 984-4000

ICC Washington, D.C.

Honorable Noretta R. McGee JUL 1 1987 - 10 29 AM
Secretary
Interstate Commerce Commission
Washington, DC 20423

\$10.00 filing fee

Re: Recordation No. 15063 - Addendum No. 3 (the "Addendum"), dated as of June 29, 1987, to Security Agreement dated as of September 30, 1986, between Itel Rail Corporation and Heller Financial, Inc.

Dear Ms. McGee:

On behalf of Itel Rail Corporation, submitted herewith for filing and recording, pursuant to 49 USC §11303(a), are four (4) originals of the above-captioned instrument, along with a \$10 check covering the recordation fee.

The parties to the aforementioned Addendum are as follows:

Itel Rail Corporation (Borrower)
55 Francisco Street
San Francisco, California 94133

Heller Financial, Inc. (Lender)
200 North LaSalle Street
Chicago, Illinois 60601

100 OFFICE OF THE SECRETARY JUL 1 10 12 AM '87

The Addendum should be filed under the next available ^{letter} ~~recordation number~~ under Recordation Number 15063 (Recordation Number 15063 contains the Security Agreement dated as of September 30, 1986 between Itel Rail Corporation and Heller Financial, Inc., of which the enclosed is an addendum.)

The equipment covered by the above Addendum is four hundred seventy three (473) boxcars, as described and numbered on Exhibit A to the Addendum.

Please send us the stamped counterparts not required for filing purposes with the fee receipt and a letter from ICC acknowledging filing of the above document. A stamped self-addressed envelope is also enclosed for your convenience in mailing same.

Very truly yours,

Howard Chabner (by ds)

Howard L. Chabner
Counsel

HLC/ds
Enclosures

counterparts to H. Chabner

This is under 15063-E but do not present the next letter des. separate

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7 /1/87

ITEL Rail Corporation
55 Francisco Corporation
San Francisco, California 94133

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/1/87 at 10:20 AM, and assigned re-
recording number(s).

15063-E and 15064-C

Sincerely yours,

Norita R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

15063-2

RECORDATION NO. 15063-E
FILED 1428

ADDENDUM NO. 3 TO SECURITY AGREEMENT JUL 1 1987 -10 20 AM

INTERSTATE COMMERCE COMMISSION

This Addendum No. 3 dated June 29, 1987 (this "Addendum") to the Security Agreement dated as of September 30, 1986 (the "Security Agreement") between ITEL Rail Corporation, a Delaware corporation (the "Borrower"), and Heller Financial, Inc., a Delaware corporation (the "Secured Party"). Unless otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed thereto in the Security Agreement.

WITNESSETH:

WHEREAS, subsequent to the date of the Security Agreement the Borrower has acquired additional units of rolling stock which the parties desire to be covered by and subject to the terms and conditions of the Security Agreement;

NOW, THEREFORE, in consideration of the premises and agreements contained in the Security Agreement and the Loan Agreement and for other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Schedule A to the Security Agreement is hereby amended to include the units of rolling stock described on Exhibit A hereto (collectively, the "Merlease Units").
2. For purposes of the Security Agreement, the term "Units" shall include the Merlease Units.

IN WITNESS WHEREOF, the Borrower and the Secured Party have each caused this instrument to be duly executed by their respective officers thereunto duly authorized, all as of the date first set forth above.

[Seal]

Attest:

By: _____

Title: _____

Donald Chober

Asst Secy

ITEL RAIL CORPORATION

By: _____

Title: _____

J.P. Hayes

President

[Seal]

Attest:

By: _____

Title: _____

HELLER FINANCIAL, INC.

By: _____

Title: _____

IN WITNESS WHEREOF, the Borrower and the Secured Party have each caused this instrument to be duly executed by their respective officers thereunto duly authorized, all as of the date first set forth above.

[Seal]

Attest:

By: _____

Title: _____

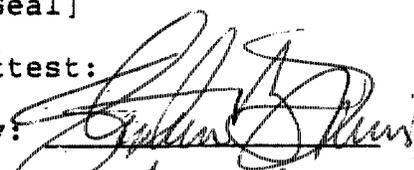
ITEL RAIL CORPORATION

By: _____

Title: _____

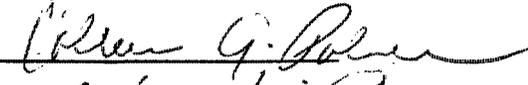
[Seal]

Attest:

By:  _____

Title: ASST. SEC.

HELLER FINANCIAL, INC.

By:  _____

Title: Asst. Vice Pres.

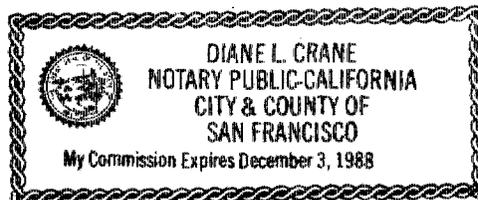
STATE OF CALIFORNIA)
) SS.:
COUNTY OF SAN FRANCISCO)

On this 30th day of June 1987, before me personally appeared Desmond P. Hayes, to me personally known, who, being by me duly sworn, says that he is President of ITEL RAIL CORPORATION, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Diane L. Crane
Notary public

My Commission expires: 12-3-88



STATE OF)
) SS.:
COUNTY OF)

On this _____ day of June 1987, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of HELLER FINANCIAL, INC., a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary public

My Commission expires: _____

STATE OF)
) SS.:
COUNTY OF)

On this ___ day of June 1987, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of ITEL RAIL CORPORATION, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

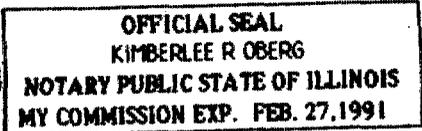
Notary public

My Commission expires: _____

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 29th day of June 1987, before me personally appeared COLLEEN A. PALMER, to me personally known, who, being by me duly sworn, says that she is ASS'T. VICE PRES. of HELLER FINANCIAL, INC., a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]



Kimberlee R. Oberg
Notary public

My Commission expires: 2/27/91

EXHIBIT A

EQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	CHTT 7003 CHTT 7004 CHTT 7005 CHTT 7015 CHTT 7025 CHTT 7026 CHTT 7031 CHTT 7032 CHTT 7069 CHTT 7076 CHTT 7077 CHTT 7081 CHTT 7083 CHTT 7089 CHTT 7117 CHTT 7119 CHTT 7127 CHTT 7131 CHTT 7136 CHTT 7139 CHTT 7141 CHTT 7143 CHTT 7144 CHTT 7147 CHTT 7154 CHTT 7157 CHTT 7158 CHTT 7177 CHTT 7181 CHTT 7182 CHTT 7185 CHTT 7188 CHTT 7193 CHTT 7198 CHTT 7199 CHTT 7217 CHTT 7219 CHTT 7231 CHTT 7237 CHTT 12097 CHTT 12115 CHTT 12167 CHTT 12168 CHTT 12169 CHTT 12170

EXHIBIT AEQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	CHTT 12120
	CHTT 12127
	CHTT 12136
	CHTT 12137
	CHTT 12139
	CHTT 12147
	CHTT 12155
	CHTT 12162
	CHTT 12163
	CHTT 12164
	CHTT 12166
	CHTT 12173
	CHTT 12174
	CHTT 12185
	CHTT 12186
	CHTT 12187
	CHTT 12189
	CHTT 12190
	CHTT 12195
	CHTT 12198
	CHTT 13001
	CHTT 13003
	CHTT 13005
	CHTT 13007
	CHTT 13010
	CHTT 13014
	CHTT 13025
	CHTT 13027
	CHTT 13029
	CHTT 13030
	CHTT 13033
	CHTT 13036
	CHTT 13037
	CHTT 13043
	CHTT 13044
	CHTT 13047
	CHTT 13055
	CHTT 13056
CHTT 13058	
CHTT 13062	
CHTT 13071	
CHTT 13078	
CHTT 13081	
CHTT 13084	
CHTT 13085	
CHTT 13086	
CHTT 13087	
CHTT 13088	

EXHIBIT A

EQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	CHTT 13091
	CHTT 13092
	CHTT 13093
	CHTT 13094
	CHTT 13097
	CHTT 13109
	CHTT 13110
	CHTT 13124
	CHTT 13125
	CHTT 13135
	CHTT 13138
	CHTT 13143
	CHTT 13147
	CHTT 13150
	CHTT 13158
	CHTT 13180
	CHTT 13186
	CHTT 13190
	CHTT 13193
	CHTT 13194
	CHTT 13200
	CHTT 13210
	CHTT 13212
	CHTT 13216
	CHTT 13218
CHTT 13223	
CHTT 13232	
CHTT 13234	
CHTT 13236	
CHTT 13242	
CHTT 13246	
CHTT 13248	

Subtotal: 125 cars

EXHIBIT AEQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purposed unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	ICG 32040 ICG 31300 ICG 31301 ICG 31306 ICG 31313 ICG 31325 ICG 31329 ICG 31330 ICG 31331 ICG 31332 ICG 31351 ICG 31354 ICG 31358 ICG 31359 ICG 31360 ICG 31361 ICG 31366 ICG 31380 ICG 31388 ICG 31390 ICG 31393 ICG 31394 ICG 31398 ICG 31400 * ICG 31401 ICG 31404 ICG 31405 ICG 31406 ICG 31407 ICG 31408 ICG 31409 ICG 31410 ICG 31411 ICG 31413 ICG 31414 ICG 31415 ICG 31417 ICG 31418 ICG 31419 ICG 31420 ICG 31422 ICG 31423

EXHIBIT AEQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	ICG 31425
	ICG 31428
	ICG 31430
	ICG 31431
	ICG 31432
	ICG 31435
	ICG 31436
	ICG 31439
	ICG 31440
	ICG 31441
	ICG 31443
	ICG 31444
	ICG 31445
	ICG 31446
	ICG 31447
	ICG 31448
	ICG 31449
	ICG 31450
	ICG 31451
	ICG 31452
	ICG 31453
	ICG 31454
	ICG 31457
	ICG 31459
	ICG 31460 *
	ICG 31461
	ICG 31462
	ICG 31463
	ICG 31464
	ICG 31465
ICG 31467	
ICG 31468	
ICG 31470	
ICG 31473	
ICG 31475	
ICG 31477	
ICG 31479	
ICG 31480	
ICG 31482 *	
ICG 31483	
ICG 31484	
ICG 31485	
ICG 31486	
ICG 31487	
ICG 31489	
ICG 31490	
ICG 31492	

EXHIBIT A

EQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	ICG 31496
	ICG 31497
	ICG 31500
	ICG 31501
	ICG 31502
	ICG 31503
	ICG 31504
	ICG 31506
	ICG 31507
	ICG 31508
	ICG 31511
	ICG 31514
	ICG 31515
	ICG 31516 *
	ICG 31519
	ICG 31524
	ICG 31527
	ICG 31529
	ICG 31530
	ICG 31531
	ICG 31532
	ICG 31535
	ICG 31536
	ICG 31537
	ICG 31539
	ICG 31540
	ICG 31545
	ICG 31546
	ICG 31551
	ICG 31553
ICG 31559	
ICG 31560	
ICG 31561	
ICG 31564	
ICG 31567	
ICG 31570	
ICG 31571	
ICG 31572	
ICG 31573	
ICG 31575	
ICG 31577	
ICG 31578	
ICG 31579	
ICG 31582	
ICG 31585	
ICG 31592	
ICG 31595	

EXHIBIT A

EQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50-6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	ICG 31597
	ICG 31602
	ICG 31604
	ICG 31607
	ICG 31609
	ICG 31611
	ICG 31615
	ICG 31616
	ICG 31617
	ICG 31619
	ICG 31904
	ICG 31917
	ICG 31918
	ICG 31922
	ICG 31926
	ICG 31927
	ICG 31928
	ICG 31929
	ICG 31931
	ICG 31932
	ICG 31933
	ICG 31934
	ICG 31935
	ICG 31936
	ICG 31937
	ICG 31938 *
	ICG 31940
	ICG 31941
	ICG 31943
	ICG 31944
ICG 31945	
ICG 31947 *	
ICG 31950	
ICG 31951	
ICG 31954	
ICG 31955	
ICG 31956	
ICG 31962	
ICG 31963	
ICG 31966	
ICG 31967	
ICG 31968	
ICG 31969	
ICG 31970	
ICG 31973	
ICG 31976 *	
ICG 31977	
ICG 31978	

EXHIBIT AEQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	ICG 31981
	ICG 31982
	ICG 31983
	ICG 31989
	ICG 31990
	ICG 31992
	ICG 31993
	ICG 31995
	ICG 31996
	ICG 32000
	ICG 32001
	ICG 32002
	ICG 32004
	ICG 32005
	ICG 32006
	ICG 32122
	ICG 32007
	ICG 32008
	ICG 32009
	ICG 32011
	ICG 32012
	ICG 32019
	ICG 32023
	ICG 32024
	ICG 32026
	ICG 32027
	ICG 32030
	ICG 32031
	ICG 32032
	ICG 32035
	ICG 32036
	ICG 32037
ICG 32038	
ICG 32039	
ICG 32041	
ICG 32042	
ICG 32043	
ICG 32044	
ICG 32045	
ICG 32046	
ICG 32047	
ICG 32048	
ICG 32050	
ICG 32051	
ICG 32052	
ICG 32053	
ICG 32056	
ICG 32057	

EXHIBIT AEQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	ICG 32063
	ICG 32065
	ICG 32067
	ICG 32068
	ICG 32070
	ICG 32071
	ICG 32076
	ICG 32077
	ICG 32078
	ICG 32080
	ICG 32081
	ICG 32083
	ICG 32084
	ICG 32086
	ICG 32087
	ICG 32092
	ICG 32093
	ICG 32095
	ICG 32097
	ICG 32099
	ICG 32101
	ICG 32103
	ICG 32106
	ICG 32108
	ICG 32109 *
	ICG 32110
	ICG 32111
	ICG 32113
	ICG 32117
	ICG 32119
	ICG 32120
	ICG 32123
ICG 32124	
ICG 32125	
ICG 32118	
ICG 32132	
ICG 32133	
ICG 32136	
ICG 32138	
ICG 32139	

EXHIBIT AEQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	ICG 32140
	ICG 32141
	ICG 32142
	ICG 32144
	ICG 32147
	ICG 32148
	ICG 32151
	ICG 32154
	ICG 32163
	ICG 32167
	ICG 32169
	ICG 32170

Subtotal: 287 cars

* Boxcar to be remarked to the reporting mark indicated. Current reporting mark has the digit "5" preceding the reporting mark indicated.

EXHIBIT A

EQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	VTR 1001
	VTR 1003
	VTR 1004
	VTR 1005
	VTR 1010
	VTR 1011
	VTR 1012
	VTR 1013
	VTR 1023
	VTR 1024
	VTR 1026
	VTR 1027
	VTR 1028
	VTR 1056
	VTR 1057
	VTR 1058
	VTR 1059
	VTR 1063
	VTR 1067
	VTR 1068
	VTR 1077
	VTR 1080
	VTR 1088
	VTR 1089
	VTR 1092
	VTR 1098
	VTR 1101
	VTR 1107
	VTR 1117
	VTR 1128
VTR 1130	
VTR 1142	
VTR 1144	
VTR 1151	
VTR 1153	
VTR 1154	
VTR 1157	
VTR 1158	
VTR 1159	
VTR 1169	
VTR 1175	
VTR 1176	
VTR 1177	
VTR 1185	
VTR 1189	
VTR 1190	

EXHIBIT AEQUIPMENT SCHEDULE

Description	Reporting Marks and Car Numbers
used 70-ton truck, 50'6" XM general purpose unequipped boxcar, AS IS, WHERE IS, but in acceptable interchange condition and excluding obvious damage not covered by railroad responsibility	VTR 1191
	VTR 1201
	VTR 1210
	VTR 1215
	VTR 1220
	VTR 1228
	VTR 1230
	VTR 1255
	VTR 1283 *
	VTR 1284
	VTR 1290
	VTR 1291 *
	VTR 1295 *
	VTR 1296 *
VTR 1297	

Subtotal: 61 cars

Grand Total: 473 cars

* Boxcar to be remarked to the reporting mark indicated. Current reporting mark has the digit "1" preceding the reporting mark indicated.