

ITEL

Itel Rail Corporation

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

April 22, 1988

RECORDATION NO. 15064-H FILE TAG

MAY 4 1988-1 35 PM

INTERSTATE COMMERCE COMMISSION

Date 5/4/88
Fee \$ 13.00
ICC Washington, D. C.

Hon. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: **Quarterly Supplement No. 5 to the Assignment of Lease Agreement between Itel Rail Corporation and Heller Financial, Inc.**

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. Section 11303(a), along with the \$13 recordation fee.

Please record this Supplement under the Assignment of Lease Agreement dated as of September 30, 1986, between Itel Rail Corporation and Heller Financial, Inc., which was filed with the ICC on October 7, 1986, under Recordation No. 15064.

The parties to the aforementioned instrument are listed below:

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

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

This Supplement reflects new leases entered into during the first calendar quarter of 1988 as set forth on Schedule A-5 attached thereto.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

QUARTERLY SUPPLEMENT NO. 5
TO THE ASSIGNMENT OF LEASE AND AGREEMENT
BETWEEN ITEL RAIL CORPORATION ("ITEL RAIL")
AND HELLER FINANCIAL, INC. ("HELLER")

RECORDATION NO. 15064-14
FILED 3425

MAY 4 1988-1 35 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, Itel Rail and Heller are parties to a Loan and Security Agreement (the "Loan") dated as of September 30, 1986, which became effective October 7, 1986;

WHEREAS, in furtherance of the Loan, Itel Rail and Heller have entered into an Assignment of Lease and Agreement (the "Assignment") dated September 30, 1986, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on October 7, 1986, and given Recordation No. 15064;

WHEREAS, the parties desire that Itel Rail file quarterly supplements to Exhibits A and B to the Assignment to reflect the assignment of leases and subleases (the "Leases") entered into from time to time with respect to Rolling Stock (which Leases may also cover Excluded Rolling Stock) (as defined in the Assignment) and to reflect the addition of new Excluded Rolling Stock.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Loan and in the Assignment, the parties agree as follows:

1. All capitalized terms used herein shall have the meanings assigned to them in the Assignment, unless otherwise stated.
2. Exhibit A of the Assignment is hereby supplemented as set forth on Exhibit A-5 attached hereto to reflect new Leases entered into during the first calendar quarter of 1988 with respect to Rolling Stock (which Leases may also cover Excluded Rolling Stock) and the amendment of existing Leases to add Rolling Stock thereto.

HELLER FINANCIAL, INC.

ITEL RAIL CORPORATION

By: Colleen A. Palmer
Title: Vice President
Date: 4/26/88

By: Robert Kiehn
Title: VICE PRESIDENT - FINANCE
Date: 4-21-88

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

On this 21st day of April, 1988 before me personally came Robert C. Kiehle to me known, who, being by me duly sworn, did depose and say that he is the Vice President-Finance 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.



Patricia Schumacker
Notary Public

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this 26th day of April, 1988 before me personally came Colleen A. Palmer to me known, who, being by me duly sworn, did depose and say that she is the Vice President of Heller Financial, 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 Heller Financial, Inc.; and that she signed her name thereto pursuant to like authority.



Karla D. Lawshea
Notary Public

Exhibit A-5
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
<u>Canadian National Railway</u>					
CN 416000-416249	250	XM	12-15-87	15484	1-26-88
<u>Canadian Pacific Railroad (Amendment No. 2)</u>					
QC 76000-76046	347	XM	10-1-85	14810-L	1-22-88
QC 76048-76074					
QC 76075-76101					
QC 76103-76114					
QC 76116-76156					
QC 76157-76299					
QC 76300-76312					
QC 76314-76350					
<u>East Camden and Highland Railroad (Amendment No. 3)</u>					
GBW 10000-10001	48	XP	10-21-81	13554-F	1-22-88
GBW 10003-10024					
GBW 10026-10029					
(Amendment No. 1)					
GBW 10050-10098	49	XP	10-6-83	9756-CC	1-4-88
(Amendment No. 17)					
EACH 2351	97	XP	4-26-78	9756-BB	1-4-88
EACH 2353-2357					
EACH 2359					
EACH 2361-2362					
EACH 2367-2369					
EACH 2371					
EACH 2373-2374					
EACH 2376-2378					
EACH 2380-2388					
EACH 2396-2397					
EACH 2400					
EACH 2402-2406					
EACH 2408-2414					
EACH 2419-2420					
EACH 2422-2423					
EACH 2425-2427					
EACH 2429-2435					

Exhibit A-5
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
EACH 2439					
EACH 2441-2445					
EACH 2447					
EACH 2449-2453					
EACH 2455					
EACH 2457-2458					
EACH 2460					
EACH 2463-2464					
EACH 2466-2471					
EACH 2473					
EACH 2476					
EACH 2478-2479					
EACH 2481-2482					
EACH 2485-2486					
EACH 2489-2496					
EACH 2499					
EACH 2438	1	XM			

Illinois Central Gulf Railroad (Amendment dated 6-15-87)

ICG 31300-31301	287	XM	6-4-82	13693-H	2-8-88
ICG 31306					
ICG 31313					
ICG 31325					
ICG 31329-31332					
ICG 31351					
ICG 31354					
ICG 31358-31361					
ICG 31366					
ICG 31380					
ICG 31388					
ICG 31390					
ICG 31393-31394					
ICG 31398					
ICG 31400-31401					
ICG 31404-31411					
ICG 31413-31415					
ICG 31417-31420					
ICG 31422-31423					
ICG 31425					
ICG 31428					
ICG 31430-31432					
ICG 31435-31436					
ICG 31439-31441					

Exhibit A-5
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
ICG 31443-31454					
ICG 31457					
ICG 31459-31465					
ICG 31467-31468					
ICG 31470					
ICG 31473					
ICG 31475					
ICG 13477					
ICG 31479-31480					
ICG 31482-31487					
ICG 31489-31490					
ICG 31492					
ICG 31494					
ICG 31496-31497					
ICG 31500-31504					
ICG 31506-31508					
ICG 31511					
ICG 31514-31516					
ICG 31519					
ICG 31524					
ICG 31527					
ICG 31529-31532					
ICG 31535-31537					
ICG 31539-31540					
ICG 31545-31546					
ICG 31551					
ICG 31553					
ICG 31559-31561					
ICG 31564					
ICG 31567					
ICG 31570-31573					
ICG 31575					
ICG 31577-31579					
ICG 31582					
ICG 31585					
ICG 31592					
ICG 31595					
ICG 31597					
ICG 31602					
ICG 31604					
ICG 31607					
ICG 31609					
ICG 31611					
ICG 31615-31617					
ICG 31619					

Exhibit A-5
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
ICG 31904					
ICG 31917-31918					
ICG 31922					
ICG 31926-31929					
ICG 31931-31938					
ICG 31940-31941					
ICG 31943-31945					
ICG 31947					
ICG 31950-31951					
ICG 31954-31956					
ICG 31962-31963					
ICG 31966-31970					
ICG 31973					
ICG 31976-31978					
ICG 31980-31983					
ICG 31989-31990					
ICG 31992-31993					
ICG 31995-31996					
ICG 32000-32002					
ICG 32004-32009					
ICG 32011-32012					
ICG 32019					
ICG 32023-32024					
ICG 32026-32027					
ICG 32030-32032					
ICG 32035-32048					
ICG 32050-32053					
ICG 32056-32057					
ICG 32059					
ICG 32063					
ICG 32065					
ICG 32067-32068					
ICG 32070-32071					
ICG 32076-32078					
ICG 32080-32081					
ICG 32083-32084					
ICG 32086-32087					
ICG 32092-32093					
ICG 32095					
ICG 32097					
ICG 32099					
ICG 32101					
ICG 32013					
ICG 32106					
ICG 32108-32111					
ICG 32113					

Exhibit A-5
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
ICG 32117-32120					
ICG 32122-32125					
ICG 32132-32133					
ICG 32136					
ICG 32138-32142					
ICG 32144					
ICG 32147-32148					
ICG 32151					
ICG 32154					
ICG 32163					
ICG 32167					
ICG 32169-32170					

Marinette, Tomahawk and Western Railroad (Amendment No. 7)

MTW 1100-1116	396	XM	12-23-87	9406-M	2-8-88
MTW 1117-1149					
MTW 4300-4399					
MTW 4400-4599					
MTW 8000-8048					
MTW 8049-8050					

MidSouth Rail Corporation (Rider B)

MSRC 4300-4349	50	XM	12-24-87	15149-C	1-26-88
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(Rider C)

MSRC 4350-4399	50	XM	12-24-87	15149-B	1-26-88
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Union Pacific Railroad

CHTT 5003	200	XM	12-30-87	15480	1-22-88
CHTT 5007					
CHTT 5011-5013					
CHTT 5016					
CHTT 5019					
CHTT 5021					
CHTT 5023					
CHTT 5028					
CHTT 5034-5035					
CHTT 5037					
CHTT 5041-5042					

Exhibit A-5
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
CHTT 5044					
CHTT 5048					
CHTT 7003-7005					
CHTT 7015					
CHTT 7017					
CHTT 7022					
CHTT 7025-7026					
CHTT 7031-7032					
CHTT 7039					
CHTT 7041					
CHTT 7045					
CHTT 7050					
CHTT 7053					
CHTT 7069					
CHTT 7072					
CHTT 7074					
CHTT 7076-7077					
CHTT 7081					
CHTT 7083					
CHTT 7089					
CHTT 7093					
CHTT 7103					
CHTT 7107					
CHTT 7114					
CHTT 7117-7119					
CHTT 7127-7128					
CHTT 7131					
CHTT 7136					
CHTT 7139					
CHTT 7141					
CHTT 7143-7144					
CHTT 7147					
CHTT 7149					
CHTT 7154					
CHTT 7157-7158					
CHTT 7168-7169					
CHTT 7177					
CHTT 7181-7182					
CHTT 7185					
CHTT 7188					
CHTT 7191					
CHTT 7193					
CHTT 7198-7199					
CHTT 7217-7219					
CHTT 7231					
CHTT 7237					

Exhibit A-5
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
CHTT 12002					
CHTT 12005					
CHTT 12007					
CHTT 12012					
CHTT 12019					
CHTT 12022					
CHTT 12024-12027					
CHTT 12029-12031					
CHTT 12036-12037					
CHTT 12041					
CHTT 12043					
CHTT 12045					
CHTT 12047					
CHTT 12051					
CHTT 12053-12055					
CHTT 12067					
CHTT 12069-12071					
CHTT 12076					
CHTT 12079					
CHTT 12081-12082					
CHTT 12087					
CHTT 12089					
CHTT 12092					
CHTT 12097					
CHTT 12101					
CHTT 12105					
CHTT 12115					
CHTT 12120					
CHTT 12127					
CHTT 12136-12137					
CHTT 12139					
CHTT 12147					
CHTT 12155					
CHTT 12162-12164					
CHTT 12166-12170					
CHTT 12173-12174					
CHTT 12185-12187					
CHTT 12189-12190					
CHTT 12195					
CHTT 12198					
CHTT 13001					
CHTT 13003					
CHTT 13005					
CHTT 13007					
CHTT 13010					
CHTT 13014					

Exhibit A-5
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
CHTT 13025					
CHTT 13027					
CHTT 13029-13030					
CHTT 13033					
CHTT 13036-13037					
CHTT 13043-13044					
CHTT 13047					
CHTT 13055-13056					
CHTT 13058					
CHTT 13062					
CHTT 13071					
CHTT 13078					
CHTT 13081					
CHTT 13084-13088					
CHTT 13091-13094					
CHTT 13097					
CHTT 13109-13110					
CHTT 13124-13125					
CHTT 13135					
CHTT 13138					
CHTT 13143					
CHTT 13147					
CHTT 13150					
CHTT 13158					
CHTT 13180					
CHTT 13186					
CHTT 13190					
CHTT 13193-13194					
CHTT 13200					
CHTT 13210					
CHTT 13212					
CHTT 13216-13218					
CHTT 13223					
CHTT 13232-13234					
CHTT 13236					
CHTT 13242					
CHTT 13244					
CHTT 13246					
CHTT 13248					