

RECORDATION NO. 15064-1

AUG 5 1988-3 42 PM

INTERSTATE COMMERCE COMMISSION

QUARTERLY SUPPLEMENT NO. 6
TO THE ASSIGNMENT OF LEASE AND AGREEMENT
BETWEEN ITEL RAIL CORPORATION ("ITEL RAIL")
AND HELLER FINANCIAL, INC. ("HELLER")

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 as of 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-6 attached hereto to reflect new Leases entered into during the second 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. Exhibit B of the Assignment is hereby supplemented hereto to reflect new Leases entered

into during the second calendar quarter of 1988 solely with respect to Excluded Rolling Stock.

HELLER FINANCIAL, INC.

By: William G. Chalmers
Vice President

Date: August 11, 1988

ITEL RAIL CORPORATION

By: Robert Keel
Vice President - Finance

Date: July 12, 1988

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

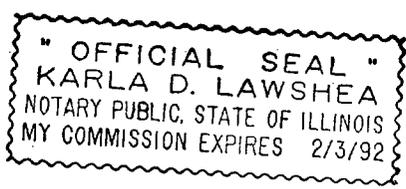
On this 12th day of July, 1988 before me personally came Robert C. Kiehle to me known, who, being by me duly sworn, did depose and say that he is the Vice President-Finance of Itel Rail Corporation, one of the parties described in and which executed the above instrument; that the execution of the above 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 1st day of ^{August} ~~July~~, 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-6
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>Atlanta and Saint Andrews Bay Railway (Amendment No. 6)</u>					
ASAB 7000-7099	578	XM	5-5-78	9703-J	4-19-88
ASAB 7100-7149					
ASAB 7150-7165					
ASAB 7167-7199					
ASAB 7200-7230					
ASAB 7232-7259					
ASAB 7261-7282					
ASAB 7284-7299					
ASAB 7300-7399					
ASAB 7400-7463					
ASAB 7464-7486					
ASAB 7487-7513					
ASAB 8008-8010					
ASAB 8012					
ASAB 8014					
ASAB 8017					
ASAB 8019					
ASAB 8025-8026					
ASAB 8034-8036					
ASAB 8038					
ASAB 8050-8065					
ASAB 8067-8076					
ASAB 8078-8099					
ASAB 8101-8102					
ASAB 8109					
ASAB 8114-8115					
ASAB 8142-8144					
ASAB 8150-8153					
ASAB 8155-8157					
ASAB 8159-8168					
ASAB 8170-8174					
ASAB 8176					
ASAB 8178-8179					
ASAB 8182-8184					
ASAB 8186-8188					
ASAB 8190					
ASAB 8192-8201					

Exhibit A-6
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>Bangor and Aroostook Railroad (Amendment No. 1)</u>					
BAR 9700-9745	185	XM	6-18-86	14986-C	5-13-88
BAR 9747-9755					
BAR 9757-9812					
BAR 9814-9884					
BAR 9886-9888					
<u>Canadian National Railway (Amendment No. 1)</u>					
CN 416000-416240	241	XM	12-15-87	15484-A	6-9-88
<u>Iowa Interstate Railroad (Rider E)</u>					
IAIS 902200-902249	30-50	FC	2-28-86	14935-G	6-16-88
<u>Oklahoma, Kansas & Texas Railroad (Lease Assignment)</u>					
OKKT 700000-700049	50	XM	1-19-88	15639	5-13-88
<u>Southrail Corporation (Amendment No. 1)</u>					
GMSR 40401-40440	40	XM	1-10-86	14909-A	5-13-88
<u>Southrail Corporation (Amendment No. 1)</u>					
GMSR 40501-40540	40	XM	7-28-86	15015-B	5-13-88

Exhibit B-6
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>Grand Trunk Western Railroad (Lease)</u>					
GTW 375400-375517	118	XM	3-23-88	15558	4-4-88
(Sublease)					
GTW 375400-375517	118	XM	3-23-88	15558-A	4-4-88