

ITEL

Itel Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

RECORDATION NO. 14165-0 Filed 1425

November 23, 1984
JAN 9 1985 10 30 AM
INTERSTATE COMMERCE COMMISSION

5-009A120

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

No. _____
Date JAN 9 1985
Fee \$ 10.00
ICC Washington, D.C.

JAN 9 1985
RECEIVED
ICC

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 Itel Rail Corporation for filing and recordation under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among First Security Bank of Utah, Itel Corporation and Itel Rail Corporation which was filed with the I.C.C. on September 20, 1983 and given I.C.C. Recordation No. 14165, four counterparts of the following document:

Assignment of October 15, 1984 Lease between Itel Rail Corporation and Apalachicola Northern Railroad Company (Assignment 8).

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

1. ~~Apalachicola Northern Railroad Company~~ FIRST SECURITY BANK OF UTAH, N.A.
~~803 Edward Ball Building~~ ASSIGNEE
~~Jacksonville, Florida 32201~~ 79 SOUTH MAIN STREET
SALT LAKE CITY, UTAH 84125
2. Itel Rail Corporation — ASSIGNOR
55 Francisco, 5th Floor
San Francisco, California 94133

The equipment covered by this Assignment is fifty (50) 50' boxcars bearing reporting marks AN 7700-7749, A.A.R. mechanical designation XM.

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

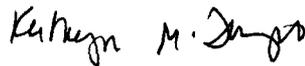
the one to 14165-0

O. Dunderberg - O. H. Hammer

Mr. James H. Bayne, Secretary
November 23, 1984
Page Two

Please stamp all counterparts of the enclosed Assignment 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,



Kathryn M. Thyret
Legal Assistant

KMT/vdv

cc: Robert S. Clark, Esq.
Senior Trust Officer
First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84125

Virginia Hanger
Itel Rail Corporation.

Interstate Commerce Commission
Washington, D.C. 20423

1/9/85

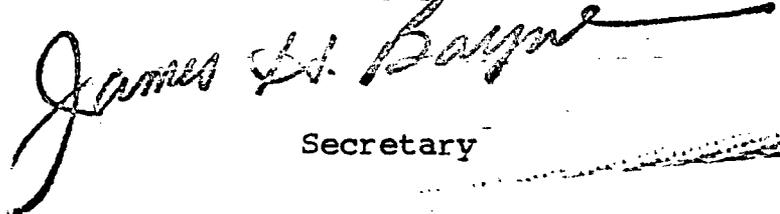
OFFICE OF THE SECRETARY

Kathryn M. Thyret
Legal Assist.
Iitel Rail Corporation
55 Francisco
San Francisco, Calif. 94133

Dear Ms. Thyret:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/9/85 at 10:30am and assigned re-
recording number(s). 14165-0 & 14165-P

Sincerely yours,


Secretary

Enclosure(s)

11/20/84
Supplement No. 8

NEEP
FOR
ICC FILE
COPY
14165-10

RECORDATION NO. 14165-0 Filed 1425

JAN 9 1985 10 20 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF OCTOBER 15, 1984 LEASE
BETWEEN ITEL RAIL CORPORATION AND APALACHICOLA NORTHERN RAILROAD COMPANY
TO THE TRUSTEE

ASSIGNMENT OF LEASE AND AGREEMENT dated as of November 19, 1984 (hereunder called this "Assignment"), by and between ITEL RAIL CORPORATION, a Delaware corporation ("Rail") and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, a national banking association, incorporated and existing under the laws of the United States of America (the "Trustee").

WHEREAS, Rail has entered into a Consolidated, Amended, and Restated Equipment Trust Agreement, dated January 1, 1982, among First Security Bank of Utah, N.A., Itel Corporation and Itel Rail Corporation (the "ETC Modification Agreement"), and pursuant to the ETC Modification Agreement, Rail has certain obligations with respect to the Itel Corporation, Itel Rail Corporation 10 3/4% Amended Equipment Trust Certificates, 1976 Series 1, due 12/31/91 as set forth in Schedule 2A of the ETC Modification Agreement (the "Amended 1976 Series 1 Trust Certificates"); and

WHEREAS, Rail is the successor in interest to Itel Corporation, Rail Division pursuant to the Agreement which is part of Itel Corporation's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Rail and the APALACHICOLA RAILROAD COMPANY (hereinafter called the "Lessee") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of October 15, 1984 (the "Lease"), providing for the leasing by Rail to the Lessee of certain units of the Trust Equipment (as defined in the ETC Modification Agreement); and

WHEREAS, the Lease may also cover the leasing to the Lessee of other Equipment not included as part of the Trust Equipment; and

WHEREAS, in order to provide security for the obligations of Rail under the ETC Modification Agreement, Rail agrees to assign for security purposes its rights, to and under the Lease, as amended, to the Trustee as and only to the extent that the Lease relates to the Trust Equipment;

NOW, THEREFORE, in consideration of the payments to be made and the covenants hereinafter mentioned to be kept and performed, the parties hereto hereby agree as follows:

1. Rail hereby assigns, transfers, and sets over unto the Trustee, as collateral security for the payment and performance of Rail's obligations under the ETC Modification Agreement with respect to the Amended 1976 Series 1 Trust Certificates, all of Rail's rights, title, and interest, powers, privileges, and other benefits under the Lease as and only to the extent that the Lease relates to the Trust Equipment set forth in Annex A hereto, including, without limitation, all rights to receive and collect all rentals, profits, and other sums payable to or

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- 1 -

Rail will faithfully abide by, perform and discharge each and every obligation, covenant, and agreement which the Lease provides is to be performed by Rail;

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- 2 -