

**ITEL**

December 27, 1991

RECORDATION NO. 16687-E FILED 1425  
.DEC 30 1991 -3 02 PM  
INTERSTATE COMMERCE COMMISSION

**Itel Rail Corporation**  
550 California Street  
San Francisco, CA 94104  
(415) 984-4200

Honorable Sidney L. Strickland, Jr., Esq.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 16687-D FILED 1425  
DEC 30 1991 -3 02 PM  
INTERSTATE COMMERCE COMMISSION

Re: ITEL RAIL TRUST NO. 89-5  
1) Lease Supplement No. 3  
2) Security Agreement and Trust Indenture Supplement No. 2

Dear Mr. Strickland:

On behalf of Itel Rail Corporation, the above instruments, in six (6) counterparts each, are hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$32 recordation fee.

Please record Lease Supplement No. 3 under the Equipment Lease Agreement ("Equipment Lease") dated as of December 14, 1989, which was filed with the ICC on December 28, 1989, under Recordation No. 16687.

The parties to the Equipment Lease are listed below:

First Security Bank of Utah, N.A., (Lessor)  
as Owner Trustee under Itel Rail Trust No. 89-5  
79 South Main Street  
Salt Lake City, Utah 84111

Itel Rail Corporation (Lessee)  
550 California Street  
San Francisco, California 94104

Lease Supplement No. 3 identifies certain units of Equipment which have been remarked to new reporting marks through June 30, 1991.

Please record Security Agreement and Trust Indenture Supplement No. 2 under the same recordation number as the Equipment Lease.

Honorable Sidney L. Strickland, Jr., Esq.  
December 27, 1991  
Page Two

The parties to the Security Agreement are listed below:

First Security Bank of Utah, N.A., (Assignor)  
as Owner Trustee under IteI Rail Trust No. 89-5  
79 South Main Street  
Salt Lake City, Utah 84111

Continental Bank, National Association, (Assignee)  
as Indenture Trustee  
231 South LaSalle Street, 7th Floor  
Chicago, Illinois 60697

Security Agreement and Trust Indenture Supplement No. 2 identifies certain units of Equipment subject to Lease Supplement No. 3, which have been remarked to new reporting marks through June 30, 1991, which newly remarked Equipment have been assigned by the Assignor to the Assignee pursuant to the Security Agreement.

Very truly yours,



Patricia Schumacker  
Legal Assistant

Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/31/91

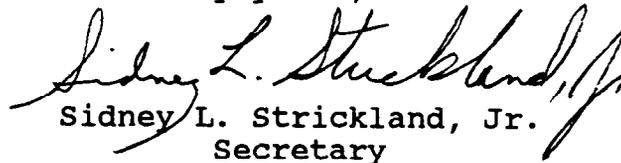
OFFICE OF THE SECRETARY

Patricia Schumacker  
Legal Assistant  
IteI Rail Corporation  
550 California Street  
San Francisco, California 94104

Dear Ms. Schumacker

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/30/91 at 3:05pm, and assigned recordation number(s). 16687-D&E, 16688-D&E 16689-F & G

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

**LEASE SUPPLEMENT NO. 3**

RECORDATION NO. 16687-AD  
DEC 30 1991 -3 05 PM  
INTERSTATE COMMERCE COMMISSION

**LEASE SUPPLEMENT NO. 3** ("LEASE SUPPLEMENT NO. 3") is dated as of November 12, 1991, between FIRST SECURITY BANK OF UTAH, N.A., a national banking association, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under ITEL RAIL TRUST NO. 89-5, and ITEL RAIL CORPORATION, a Delaware corporation ("Lessee").

**WHEREAS**, Lessee leased from Lessor one hundred twenty-one (121) units of railroad equipment pursuant to an equipment lease agreement, as supplemented (as supplemented, the "Equipment Lease") dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("I.C.C.") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989, and given Recordation No. 16687; and

**WHEREAS**, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment.

**NOW, THEREFORE**, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated.

2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A-2 attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1991 to June 30, 1991.

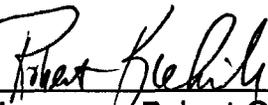
**LESSOR:**

**FIRST SECURITY BANK OF UTAH, N.A.,**  
not in its individual capacity but solely as  
Owner Trustee under IteL Rail Trust No. 89-5

By   
Name: **LARRY C MONTGOMERY**  
Title: **TRUST ADMINISTRATOR**

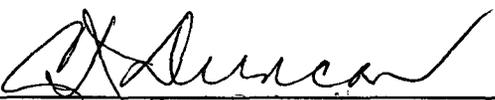
**LESSEE:**

**ITEL RAIL CORPORATION**

By   
Name: Robert C. Kiehnle  
Title: Vice President and Treasurer

**CONSENTED TO BY:**

**CONTINENTAL BANK,  
NATIONAL ASSOCIATION,**  
as Indenture Trustee

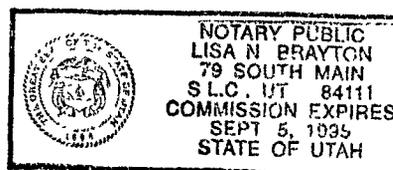
By   
Name: **C. K. DUNCAN**  
Title: **TRUST OFFICER**

STATE OF UTAH )  
 ) SS.  
COUNTY OF SALT LAKE )

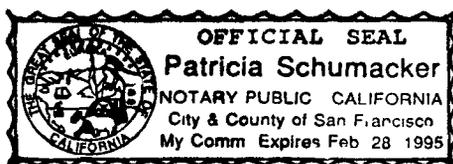
On this 17<sup>th</sup> day of December, 1991, before me personally appeared ~~LARRY C MONTGOMERY~~, personally known to me to be the person who executed the within instrument as a ~~TRUST ADMINISTRATOR~~ of First Security Bank of Utah, N.A., and acknowledged to me that the corporation executed it.

Lisa N. Brayton  
Notary Public

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



On this 13th day of December, 1991, personally appeared Robert C. Kiehle, personally known to me to be the person who executed the within instrument as Vice President and Treasurer of ITEL Rail Corporation, and acknowledged to me that the corporation executed it.



patricia schumacker  
Notary Public

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 18 day of DECEMBER, 1991, before me personally appeared C. K. DUNCAN, personally known to me to be the person who executed the within instrument as a ~~TRUST OFFICER~~ of Continental Bank, National Association, and acknowledged to me that the corporation executed it.

V. WASHINGTON  
Notary Public



**LEASE SUPPLEMENT NO. 3  
TO ITEL RAIL TRUST NO. 89-5**

**SCHEDULE A-2**

**Remarks for Period 1/1/91 to 6/30/91**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
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USLX	20451	SR	22047
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