ITEL

December 27, 1991

RECORDATION NO 16688-E FILED 1425

DEC 30 1991 -3 05 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 16688-D FILED 1425

DEC 30 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

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MOTOR OPERATING UNIT

Re: ITEL RAIL TRUST NO. 89-6
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. 16688.

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. 89-6
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.

The parties to the Security Agreement are listed below:

First Security Bank of Utah, N.A., (Assignor)
as Owner Trustee under Itel Rail Trust No. 89-6
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

Patricia Schumacker
Legal Assistant

Enclosures

RECORDATION NO. 16688-D FILED 1425

DEC 30 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 3

LEASE SUPPLEMENT NO. 3 ("LEASE SUPPLEMENT NO. 3") is dated as of November 19, 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. 89-6, and ITEL RAIL CORPORATION, a Delaware corporation ("Lessee").

WHEREAS, Lessee leased from Lessor five hundred twenty-eight (528) 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. 16688; 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-1 attached hereto reflects changes in the reporting marks of certain units of Equipment for the period December 15, 1989, to December 31, 1990.

(ii) 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. 89-6

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 19th 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

NOTARY PUBLIC
LISA N. BRAYTON
79 SOUTH MAIN
S.L.C., UT 84111
COMMISSION EXPIRES
SEPT 5, 1995
STATE OF UTAH

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

On this 19th day of November, 1991, personally appeared Robert C. Kiehnle, 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.

OFFICIAL SEAL
Patricia Schumacker
NOTARY PUBLIC CALIFORNIA
City & County of San Francisco
My Comm. Expires Feb 28, 1995

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

"OFFICIAL SEAL"
V. WASHINGTON
NOTARY PUBLIC, STATE of ILLINOIS
MY COMMISSION EXPIRES 9-20-92

LEASE SUPPLEMENT NO. 3
TO ITEL RAIL TRUST NO. 89-6

SCHEDULE A-1

Remarks for Period 12/15/89 to 12/31/90

Old Reporting Mark	Old Car Mark	New Reporting Mark	New Car Mark
CSXT	135533	HS	14337
CSXT	135540	HS	14347
CSXT	135544	HS	14341
CSXT	135566	HS	14326
CSXT	135567	HS	14336
CSXT	135587	HS	14377
CSXT	135601	HS	14339
CSXT	135612	HS	14333
CSXT	135649	HS	14342
CSXT	135767	GTRA	2083
CSXT	135769	GTRA	2077
CSXT	135782	GTRA	2089
CSXT	135788	HS	14384
CSXT	135797	GTRA	2092
CSXT	135808	HS	14401
CSXT	135812	GTRA	2085
CSXT	135814	GTRA	2079
CSXT	135817	GTRA	2078
CSXT	135822	HS	14378
CSXT	135826	GTRA	2087
CSXT	135830	GTRA	2080
CSXT	135831	GTRA	2071
CSXT	135838	HS	14379
CSXT	135840	GTRA	2084
CSXT	135841	GTRA	2067
CSXT	135842	HS	14387
CSXT	135853	GTRA	2099
CSXT	135855	HS	14403
CSXT	135858	GTRA	2093
CSXT	135860	HS	14371
CSXT	135866	HS	14375
CSXT	135978	HS	14409
CSXT	135997	HS	14400
FRDN	4157	ITLX	20037
FRDN	4172	ITLX	20038
FRDN	4173	ITLX	20039
FRDN	4177	ITLX	20040
FRDN	4272	ITLX	20041
FRDN	4276	ITLX	20042
FRDN	4280	ITLX	20043
FRDN	4281	ITLX	20044
FRDN	4282	ITLX	20045
FRDN	41065	IC	245838
LNAC	1012	CAGY	1012

LEASE SUPPLEMENT NO. 3
TO ITEL RAIL TRUST NO. 89-6
SCHEDULE A-1 (continued)
Remarks for Period 12/15/89 to 12/31/90

Old Reporting Mark	Old Car Mark	New Reporting Mark	New Car Mark
LNAC	1014	CAGY	1014
LNAC	1018	CAGY	1018
LNAC	1021	CAGY	1021
LNAC	1025	CAGY	1025
LNAC	1034	CAGY	1034
LNAC	1037	CAGY	1037
LNAC	1038	CAGY	1038
LNAC	1040	CAGY	1040
LNAC	1041	CAGY	1041
LNAC	1049	CAGY	1049
LNAC	1050	CAGY	1050
LNAC	1051	CAGY	1051
LNAC	1058	CAGY	1058
LNAC	1059	CAGY	1059
LNAC	1071	CAGY	1071
LNAC	1073	CAGY	1073
SBD	135770	CSXT	135770
SBD	135775	GTRA	2065
SBD	135776	CSXT	135776
SBD	135778	GTRA	2076
SBD	135780	CSXT	135780
SBD	135786	GTRA	2082
SBD	135789	CSXT	135789
SBD	135790	HS	14388
SBD	135793	CSXT	135793
SBD	135796	GTRA	2081
SBD	135803	HS	14320
SBD	135809	HS	14383
SBD	135816	CSXT	135816
SBD	135825	HS	14391
SBD	135827	GTRA	2070
SBD	135850	CSXT	135850
SBD	135851	CSXT	135851
SBD	135854	GTRA	2072

LEASE SUPPLEMENT NO. 3
TO ITEL RAIL TRUST NO. 89-6

SCHEDULE A-2

Remarks for Period 1/1/91 – 6/30/91

Old Reporting Mark	Old Car Number	New Reporting Mark	New Car Number
CSXT	135530	MDR	9156
CSXT	135531	MDR	9062
CSXT	135535	HS	6035
CSXT	135536	MDR	9225
CSXT	135537	HS	6040
CSXT	135538	MDR	9167
CSXT	135539	MDR	9208
CSXT	135541	HS	6120
CSXT	135542	MDR	9008
CSXT	135543	HS	6027
CSXT	135545	MDR	9009
CSXT	135548	HS	6112
CSXT	135549	HS	6045
CSXT	135550	MDR	9110
CSXT	135552	MDR	9011
CSXT	135554	MDR	9076
CSXT	135555	HS	6109
CSXT	135557	MDR	9089
CSXT	135561	MDR	9012
CSXT	135565	MDR	9077
CSXT	135568	MDR	9078
CSXT	135569	MDR	9126
CSXT	135570	MDR	9052
CSXT	135571	MDR	9013
CSXT	135573	MDR	9209
CSXT	135574	MDR	9085
CSXT	135575	MACO	146
CSXT	135576	HS	6017
CSXT	135579	MDR	9168
CSXT	135580	MDR	9053
CSXT	135581	HS	6033
CSXT	135582	MACO	148
CSXT	135584	HS	6008
CSXT	135585	MDR	9218
CSXT	135586	MDR	9086
CSXT	135588	MDR	9173
CSXT	135589	MDR	9079
CSXT	135592	MACO	149
CSXT	135594	MDR	9054
CSXT	135596	MDR	9015
CSXT	135597	MDR	9016
CSXT	135598	MDR	9237
CSXT	135599	MDR	9157
CSXT	135604	HS	6101

LEASE SUPPLEMENT NO. 3
TO ITEL RAIL TRUST NO. 89-6
SCHEDULE A-2 (continued)
Remarks for Period 1/1/91 - 6/30/91

Old Reporting Mark	Old Car Number	New Reporting Mark	New Car Number
CSXT	135606	HS	6111
CSXT	135607	MDR	9066
CSXT	135608	MDR	9071
CSXT	135609	HS	6036
CSXT	135613	MDR	9102
CSXT	135615	HS	6049
CSXT	135617	HS	6131
CSXT	135619	MDR	9182
CSXT	135620	MDR	9056
CSXT	135622	MDR	9083
CSXT	135623	HS	6032
CSXT	135625	HS	6043
CSXT	135626	HS	6023
CSXT	135627	MDR	9127
CSXT	135628	MDR	9057
CSXT	135629	MDR	9192
CSXT	135630	MDR	9072
CSXT	135631	HS	6025
CSXT	135632	MDR	9226
CSXT	135634	HS	6135
CSXT	135636	MDR	9197
CSXT	135637	HS	6102
CSXT	135638	MDR	9063
CSXT	135639	MDR	9198
CSXT	135640	HS	14411
CSXT	135641	MDR	9220
CSXT	135642	MDR	9135
CSXT	135643	MRR	4094
CSXT	135644	MDR	9020
CSXT	135645	MDR	9160
CSXT	135646	HS	6010
CSXT	135648	MDR	9058
CSXT	135650	HS	6037
CSXT	135651	MDR	9021
CSXT	135655	HS	6028
CSXT	135768	MDR	9073
CSXT	135770	HS	14448
CSXT	135772	HS	6012
CSXT	135774	MDR	9069
CSXT	135776	HS	14422
CSXT	135777	HS	14457
CSXT	135779	HS	14473
CSXT	135780	MDR	9147
CSXT	135784	HS	6024
CSXT	135792	MDR	9082
CSXT	135793	MDR	9137

LEASE SUPPLEMENT NO. 3
TO ITEL RAIL TRUST NO. 89-6
SCHEDULE A-2 (continued)
Remarks for Period 1/1/91 – 6/30/91

Old Reporting Mark	Old Car Number	New Reporting Mark	New Car Number
CSXT	135795	HS	6018
CSXT	135800	LVAL	11006
CSXT	135805	MDR	9074
CSXT	135806	MDR	9114
CSXT	135807	MDR	9204
CSXT	135813	HS	14442
CSXT	135816	HS	6104
CSXT	135818	HS	14468
CSXT	135820	MDR	9075
CSXT	135823	MDR	9036
CSXT	135833	MDR	9038
CSXT	135836	HS	14433
CSXT	135837	HS	14455
CSXT	135839	MDR	9148
CSXT	135843	MDR	9097
CSXT	135844	HS	6128
CSXT	135848	HS	6137
CSXT	135850	MDR	9039
CSXT	135851	MDR	9176
CSXT	135852	MDR	9128
CSXT	135861	MDR	9171
CSXT	135862	HS	14461
CSXT	135864	HS	14434
CSXT	135865	HS	14459
CSXT	135868	HS	14451
CSXT	135870	HS	14462
CSXT	135871	HS	6034
CSXT	135984	HS	14464
CSXT	135986	MDR	9047
CSXT	135994	MDR	9129
CSXT	135999	MDR	9150
ETRY	100	MDR	8172
ETRY	101	MDR	8173
LNAC	1007	CAGY	1007
LNAC	1076	CAGY	1076
LNAC	1078	CAGY	1078
SBD	135766	HS	6118
SBD	135781	MDR	9032
SBD	135783	MDR	9061
SBD	135801	HS	6031
SBD	135802	MDR	9122
SBD	135811	MDR	9107
SBD	135819	MDR	9035
SBD	135828	MDR	9108
SBD	135849	MDR	9230
SBD	135856	MDR	9170
SBD	135859	MDR	9040