

2-050A077

**ITEL**

February 18, 1992

**Istel Rail Corporation**

550 California Street  
San Francisco, CA 94104  
(415) 984-4200

RECORDED BY 16688 JH  
FEB 19 1992 -3 40 PM  
INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

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

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

- 1) Lease Supplement No. 4**
- 2) Security Agreement and Trust Indenture Supplement No. 3**

Dear Mr. Strickland:

On behalf of Istel 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. 4 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., as Owner Trustee under Istel Rail Trust No. 89-6 79 South Main Street Salt Lake City, Utah 84111	(Lessor)
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Istel Rail Corporation 550 California Street San Francisco, California 94104	(Lessee)
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Lease Supplement No. 4 identifies certain units of Equipment which have been remarked to new reporting marks through December 31, 1991.

Please record Security Agreement and Trust Indenture Supplement No. 3 under the same recordation number as the Equipment Lease.

Honorable Sidney L. Strickland, Jr., Esq.  
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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. 89-6  
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. 3 identifies certain units of Equipment subject to Lease Supplement No. 4, which have been remarked to new reporting marks through December 31, 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

16688-19

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 3**

FEB 19 1992 - 3 40 PM  
INTERSTATE COMMERCE COMMISSION

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 3** ("INDENTURE SUPPLEMENT NO. 3") dated as of January 30, 1992, between FIRST SECURITY BANK OF UTAH, N.A., a national banking association, not individually but solely as Owner Trustee ("Owner Trustee") under ITEL RAIL TRUST NO. 89-6, and CONTINENTAL BANK, NATIONAL ASSOCIATION, a national banking association ("Indenture Trustee").

**WHEREAS**, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture, as supplemented (as supplemented, the "Trust Indenture") dated as of December 14, 1989, between Owner Trustee and Indenture Trustee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989, and given Recordation No. 16688-C; and

**WHEREAS**, Section 3.6 of the Trust Indenture provides that, upon the concurrence of both the Owner Trustee and the Indenture Trustee, the Owner Trustee shall exercise any right conferred upon the Owner Trustee to terminate, amend, supplement, waive or modify the Lease (defined hereinbelow) pursuant to Section 22.7 thereof; and

**WHEREAS**, the Owner Trustee, as Lessor, leased to ITEL Rail Corporation (the "Lessee") five hundred twenty-eight (528) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented (as supplemented, the "Lease"), dated as of December 14, 1989, between the Owner Trustee, as Lessor, and the Lessee, which was filed and recorded with the ICC pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989, and given Recordation No. 16688; and

**WHEREAS**, the Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

**WHEREAS**, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic supplements to the Lease.

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

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

2. The Trust Indenture is hereby supplemented as follows:

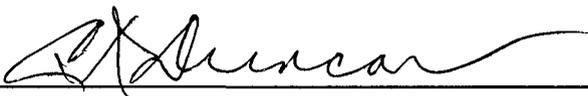
- (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period July 1, 1991, to December 31, 1991.

**FIRST SECURITY BANK OF UTAH, N.A.,**  
not individually but solely as Owner Trustee  
under Ite! Rail Trust No. 89-6

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

**AS OWNER TRUSTEE**

**CONTINENTAL BANK,**  
**NATIONAL ASSOCIATION**

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

**AS INDENTURE TRUSTEE**

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

On this 14<sup>th</sup> day of FEBRUARY, 1992, before me personally appeared LARRY C MONTGOMERY, personally known to me to be the person who executed the within instrument as a TRUST ADMIN of First Security Bank of Utah, N.A., and acknowledged to me that the corporation executed it.



Lisa Brayton  
Notary Public

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 4<sup>th</sup> day of FEBRUARY, 1992, before me personally appeared C. K. DUNCAN, personally known to me to be the person who executed the within instrument as TRUST OFFICER of Continental Bank, National Association, and acknowledged to me that the corporation executed it.

V. WASHINGTON  
Notary Public



**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 3  
TO ITEL RAIL TRUST NO. 89-6**

**SCHEDULE A**

**Remarks for Period 7/1/91 to 12/31/91**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
CSXT	135546	HS	14522
CSXT	135560	MDR	9257
CSXT	135583	MDR	9266
CSXT	135595	HS	14492
CSXT	135605	MDR	9252
CSXT	135635	MDR	9253
CSXT	135771	HS	14516
CSXT	135789	HS	14517
CSXT	135835	HS	14519
CSXT	135846	HS	14502
CSXT	135857	HS	14482
CSXT	135867	HS	14500
CSXT	135966	HS	14506
ETRY	200	HS	41300
ETRY	201	HS	41301
ETRY	202	HS	41302
ETRY	203	HS	41303
ETRY	206	HS	41304
ETRY	207	HS	41305
ETRY	208	HS	41306
ETRY	209	HS	41307
ETRY	211	HS	41308
ETRY	212	HS	41309
ETRY	213	HS	41310
ETRY	215	HS	41311
ETRY	216	HS	41312
ETRY	218	HS	41313
ETRY	219	HS	41314
FRDN	3023	HS	20123
FRDN	4171	HS	20124
FRDN	4175	HS	20125
FRDN	4268	HS	20126
FRDN	4271	HS	20127

**SECURITY AGREEMENT AND TRUST INDENTURE  
 SUPPLEMENT NO. 3  
 TO ITEL RAIL TRUST NO. 89-6  
 SCHEDULE A (CONTINUED)**

**Remarks for Period 7/1/91 to 12/31/91**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
FRDN	4274	HS	20128
ITLX	20041	HS	20129
SBD	135804	MDR	9267
SBD	135869	HS	14491
USLX	20487	HS	20140
USLX	20488	KCS	310343
USLX	20493	KCS	310344
USLX	20495	HS	20141
USLX	20498	KCS	310345
USLX	20503	KCS	310346
USLX	20506	KCS	310341
USLX	20507	KCS	310201
USLX	20509	KCS	310295
USLX	7004	MDR	8301
USLX	7005	MDR	8302
USLX	7006	MDR	8303