

ITEL

December 27, 1991

Itel Rail Corporation

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

RECORDATION NO. 166891
FILED 1425

DEC 30 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 166891

DEC 30 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Re: ITEL RAIL TRUST NO. 89-7

- 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. 16689.

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. 89-7
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
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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 IteL Rail Trust No. 89-7
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

16689-F

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LEASE SUPPLEMENT NO. 3

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 3 ("LEASE SUPPLEMENT NO. 3") is dated as of November 14, 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. 89-7, and ITEL RAIL CORPORATION, a Delaware corporation ("Lessee").

WHEREAS, Lessee leased from Lessor one hundred eleven (111) 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. 16689; 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.

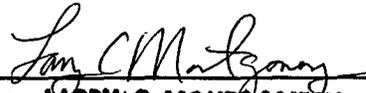
NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

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. 89-7

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

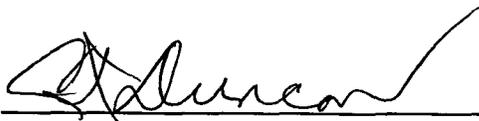
LESSEE:

ITEL RAIL CORPORATION

By 
Name: **Robert C. Kiehle**
Title: **Vice President and Treasurer**

CONSENTED TO BY:

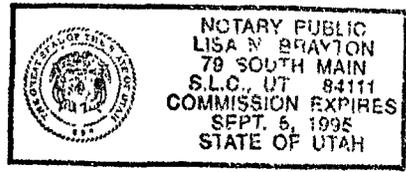
**CONTINENTAL BANK,
NATIONAL ASSOCIATION,**
as Indenture Trustee

By 
Name: **C.K. Duncan**
Title: **Trust Officer**

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

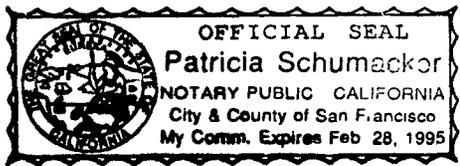
On this 19th day of December, 1991, before me personally appeared LARRY C MONTGOMERY, personally known to me to be the person who executed the within instrument as a TRUST ADMINISTRATOR of First Security Bank of Utah, N.A., and acknowledged to me that the corporation executed it.

Lisa N. Brayton
Notary Public



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

On this 14th 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.



Patricia Schumackor
Notary Public

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 18 day of DECEMBER, 1991, before me personally appeared C. R. 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. 89-7**

SCHEDULE A-1

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

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
CSXT	135785	HS	14396
CSXT	135959	GTRA	2074
CSXT	135967	GTRA	2073
CSXT	135969	HS	14386
CSXT	135973	HS	14376
CSXT	135981	HS	14397
CSXT	135989	HS	14393
CSXT	135991	HS	14382
CSXT	135992	HS	14405
CSXT	135993	HS	14394
FRDN	26820	KBSR	26820
FRDN	26821	KBSR	26821
FRDN	26822	KBSR	26822
FRDN	26826	KBSR	26826
FRDN	26827	KBSR	26827
SBD	135824	GTRA	2096
SBD	135832	CSXT	135832
SBD	135845	GTRA	2094

**LEASE SUPPLEMENT NO. 3
TO ITEL RAIL TRUST NO. 89-7**

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>
CSXT	135791	MDR	9146
CSXT	135794	MDR	9033
CSXT	135799	MDR	9183
CSXT	135810	MDR	9034
CSXT	135829	HS	14454
CSXT	135832	MDR	9037
CSXT	135847	MDR	9149
CSXT	135896	HS	6129
CSXT	135958	MDR	9100
CSXT	135961	HS	14447
CSXT	135963	MDR	9231
CSXT	135964	MDR	9145
CSXT	135965	HS	14449
CSXT	135970	HS	6130
CSXT	135971	MDR	9123
CSXT	135974	MDR	9205
CSXT	135980	HS	14460
CSXT	135985	MDR	9236
CSXT	135987	MDR	9048
CSXT	135988	HS	14465
ETRY	102	MDR	8174
ETRY	103	MDR	8175
ETRY	104	MDR	8176
ETRY	105	MDR	8177
ETRY	106	MDR	8178
ETRY	108	MDR	8180
ETRY	109	MDR	8181
ETRY	110	MDR	8182
ETRY	111	MDR	8183
ETRY	112	MDR	8184
ETRY	113	MDR	8185
ETRY	114	MDR	8186
SBD	135821	HS	6106

SUPPLEMENT NO. 3
TO ITEL RAIL TRUST NO. 89-7
SCHEDULE A-2 (continued)
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>
SBD	135834	HS	14418
SBD	135863	MDR	9041