1-319A005

ITEL

BY FEDERAL EXPRESS

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

November 13, 1991

RECORDATION NO. 16667-I FILED 1425
NOV 15 1991 -9 35 AM
INTERSTATE COMMERCE COMMISSION

Hon. Sidney L. Strickland, Jr., Esq.
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 16667-5 FILED 1425
NOV 15 1991 -9 35 AM
INTERSTATE COMMERCE COMMISSION

Re: **1) Amendment No. 1 to Supplement No. 3**
2) Release No. 4

Dear Mr. Strickland:

On behalf of Itel Rail Corporation, the above instruments, in five (5) 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 both the Amendment and Release under the Security Agreement dated December 21, 1989, between Itel Rail Corporation and Chemical Bank, as Agent, which was filed with the ICC on December 26, 1989, under Recordation No. 16667.

NOV 15 9 30 AM '91
MOTOR OPERATING UNIT

The parties to the aforementioned instruments are listed below:

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

Chemical Bank (Secured Party)
277 Park Avenue, 6th Floor
New York, New York 10028

The Amendment amends Schedules A-3 and B-3 to Supplement No. 3 as described therein. Release No. 4 releases any security interest or lien the Secured Party has or might have in the property listed on Schedule 1 attached thereto.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

patricia schumacker

Patricia Schumacker
Legal Assistant

Enclosures

RECORDATION NO. 16667-F
FILED
NOV 15 1991 -9 35 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO SUPPLEMENT NO. 3 TO THE SECURITY AGREEMENT BETWEEN ITEL RAIL CORPORATION ("DEBTOR") AND CHEMICAL BANK, AS AGENT ("AGENT")

THIS AMENDMENT NO. 1 ("AMENDMENT") TO SUPPLEMENT NO. 3 ("Supplement No. 3") to the Security Agreement, as amended and supplemented (as amended and supplemented, the "Security Agreement"), dated as of December 21, 1989, between Debtor and Agent, which was filed and recorded with the Interstate Commerce Commission ("I.C.C.") pursuant to 49 U.S.C. Section 11303(a) on December 26, 1989, and given Recordation No. 16667, is entered into as of the 21st day of October, 1991.

WHEREAS, Exhibit A-3 ("Exhibit A-3") to Supplement No. 3, which is a complete restatement of Schedule 3 to the Security Agreement and reflects changes from December 21, 1989, through and including June 30, 1991, in the number of units and reporting marks of Pledged Rolling Stock (as defined in the Security Agreement), was added to the Security Agreement in lieu of the original Schedule 3 thereof; and

WHEREAS, certain railcars which are subject to a security interest in favor of Yasuda Trust and Banking Company, Limited (the "Yasuda Cars") and were released by Agent pursuant to Release No. 2 dated as of May 15, 1991 ("Release No. 2"), which was filed and recorded with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on May 29, 1991, and given Recordation No. 16667-F, were inadvertently included in Exhibit A-3; and

WHEREAS, Exhibit B-3 ("Exhibit B-3") to Supplement No. 3, which is a complete restatement of Schedule 4 to the Security Agreement and reflects changes from December 21, 1989, through and including June 30, 1991, in the number of units and reporting marks of railcars owned by Debtor that are not subject to the security interest granted under the Security Agreement, was added to the Security Agreement in lieu of the original Schedule 4 thereof; and

WHEREAS, certain railcars which are subject to a security interest in favor of NMB Lease NV (the "NMB Cars") and were released by Agent pursuant to Release No. 1 dated as of January 24, 1991 ("Release No. 1"), which was filed and recorded with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on May 29, 1991, and given Recordation No. 16667-D; and the Yasuda Cars released by Release No. 2; and certain railcars which are subject to a security interest in favor of Pitney Bowes Credit Corporation and Deutsche Credit Corporation (together, the "Pitney/Deutsche Cars") and were released by Agent pursuant to Release No. 3 dated as of June 3, 1991 ("Release No. 3"), which was filed and recorded with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on June 13, 1991, and given Recordation No. 16667-G, were inadvertently omitted from Exhibit B-3; and

WHEREAS, Debtor and Agent acknowledge that the Yasuda Cars should have been and were intended to be omitted from Exhibit A-3 of Supplement No. 3 and the NMB Cars, the Yasuda Cars and the Pitney/Deutsche Cars should have been and were intended to be included in Exhibit B-3 of Supplement No. 3, all retroactive to June 30, 1991.

NOW, THEREFORE, the parties hereby agree to amend Supplement No. 3 as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Security Agreement unless otherwise stated.

2. Retroactive to June 30, 1991, the Yasuda Cars subject to Release No. 2 and identified on Schedule 1 hereto are hereby deleted from Exhibit A-3 of Supplement No. 3.

3. Retroactive to June 30, 1991, the NMB Cars subject to Release No. 1, the Yasuda Cars subject to Release No. 2 and the Pitney/Deutsche Cars subject to Release No. 3, all of which are identified on Schedule 2 hereto, are hereby added to Exhibit B-3 of Supplement No. 3.

3. Except as expressly modified by this Amendment, all terms and provisions set forth in the Security Agreement and Supplement No. 3 shall remain in full force and effect.

CHEMICAL BANK, AS AGENT

By C. C. Wardell

Title Managing Director

ITEL RAIL CORPORATION

By Robert Kiehle
Robert C. Kiehnle

Title Vice President and Treasurer

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 7 day of NOVEMBER, 1991, before me personally appeared C.C. WARDELL, personally known to me to be the person who executed the within instrument as Managing Director of Chemical Bank, and acknowledged to me that the Bank executed it.

Frances Passik
Notary Public

FRANCES PASSIK
Notary Public, State of New York
No 24-01PA4783721
Qualified in Kings County
Certificate filed in New York County
Commission Expires 9/30/93

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

On this 21st day of October, 1991, before me 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

SCHEDULE 1

AMENDMENT TO EXHIBIT A-3 OF SUPPLEMENT NO. 3
THE RAILCARS ON THIS SCHEDULE ARE DELETED FROM EXHIBIT A-3 OF SUPPLEMENT NO. 3

YASUDA CARS SUBJECT TO RELEASE NO. 2

Reporting Mark	Description
ITLX 224936-224976 ITLX 224978-224984 ITLX 224986-224990 ITLX 224995	fifty-four (54) 23,500 gallon exterior coiled/ insulated tank cars; built by Trinity
Total:	54 Railcars

SCHEDULE 2

AMENDMENT TO EXHIBIT B-3 OF SUPPLEMENT NO. 3
THE RAILCARS ON THIS SCHEDULE ARE ADDED TO EXHIBIT B-3 OF SUPPLEMENT NO. 3

NMB CARS SUBJECT TO RELEASE NO. 1

Reporting Mark	Description
ITLX 30001	fifty-two (52)
ITLX 30007	3,000 cubic foot covered
ITLX 30009-30011	hopper cars;
ITLX 30014	built by Trinity
ITLX 30020	
ITLX 30027	
ITLX 30030	
ITLX 30049	
ITLX 30056	
ITLX 30066	
ITLX 30072-30075	
ITLX 30077	
ITLX 30085	
ITLX 30088-30090	
ITLX 30092-30094	
ITLX 30100	
ITLX 30106-30108	
ITLX 30111-30112	
ITLX 30114-30115	
ITLX 30126-30128	
ITLX 30130	
ITLX 30133-30134	
ITLX 30139	
ITLX 30146	
ITLX 30148	
ITLX 30174	
ITLX 30178-30179	
ITLX 30183	
ITLX 30186	
ITLX 30191-30193	
ITLX 30198-30201	
ITLX 30204-30207	
Total:	52 Railcars

SCHEDULE 2, CONTINUED
AMENDMENT TO EXHIBIT B-3 OF SUPPLEMENT NO. 3
THE RAILCARS ON THIS SCHEDULE ARE ADDED TO EXHIBIT B-3 OF SUPPLEMENT NO. 3

YASUDA CARS SUBJECT TO RELEASE NO. 2

Reporting Mark	Description
ITLX 30216 ITLX 30225-30226 ITLX 30228-30230 ITLX 30232-30239 ITLX 30245-30246 ITLX 30248-30249 ITLX 30252-30254 ITLX 30256 ITLX 30258-30259 ITLX 30264-30267 ITLX 30274 ITLX 30277-30281	thirty-five (35) 3,000 cubic foot covered hopper cars; built by Trinity
ITLX 825000-825028	twenty-nine (29) 25,700 gallon non-coiled/ insulated tank cars; built by Trinity
ITLX 224936-225001	sixty-six (66) 23,500 gallon exterior coiled/ insulated tank cars; built by Trinity
ITLX 220789-220828	forty (40) 22,400 gallon exterior coiled/ insulated tank cars; built by Union Tank Car
Total:	170 Railcars

SCHEDULE 2, CONTINUED
AMENDMENT TO EXHIBIT B-3 OF SUPPLEMENT NO. 3
THE RAILCARS ON THIS SCHEDULE ARE ADDED TO EXHIBIT B-3 OF SUPPLEMENT NO. 3

PITNEY/DEUTSCHE CARS SUBJECT TO RELEASE NO. 3

Reporting Mark	Description
ITLX 30287-30289 ITLX 30293-30297 ITLX 30315 ITLX 30356 ITLX 30363-30364 ITLX 30370 ITLX 30372	thirteen (13) 3,000 cubic foot covered hopper cars; built by Trinity
ITLX 825029-825037	nine (9) 25,700 gallon, non-coiled/ insulated tank cars; built by Trinity
ITLX 225002-225021	twenty (20) 23,500 gallon exterior coiled/ insulated tank cars; built by Union Tank Car
ITLX 220829-220840	twelve (12) 22,400 gallon exterior coiled/ insulated tank cars; built by Union Tank Car
Total:	54 Railcars

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INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO SUPPLEMENT NO. 3
TO THE SECURITY AGREEMENT
BETWEEN ITEL RAIL CORPORATION ("DEBTOR")
AND CHEMICAL BANK, AS AGENT ("AGENT")

THIS AMENDMENT NO. 1 ("AMENDMENT") TO SUPPLEMENT NO. 3 ("Supplement No. 3") to the Security Agreement, as amended and supplemented (as amended and supplemented, the "Security Agreement"), dated as of December 21, 1989, between Debtor and Agent, which was filed and recorded with the Interstate Commerce Commission ("I.C.C.") pursuant to 49 U.S.C. Section 11303(a) on December 26, 1989, and given Recordation No. 16667, is entered into as of the 21st day of October, 1991.

WHEREAS, Exhibit A-3 ("Exhibit A-3") to Supplement No. 3, which is a complete restatement of Schedule 3 to the Security Agreement and reflects changes from December 21, 1989, through and including June 30, 1991, in the number of units and reporting marks of Pledged Rolling Stock (as defined in the Security Agreement), was added to the Security Agreement in lieu of the original Schedule 3 thereof; and

WHEREAS, certain railcars which are subject to a security interest in favor of Yasuda Trust and Banking Company, Limited (the "Yasuda Cars") and were released by Agent pursuant to Release No. 2 dated as of May 15, 1991 ("Release No. 2"), which was filed and recorded with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on May 29, 1991, and given Recordation No. 16667-F, were inadvertently included in Exhibit A-3; and

WHEREAS, Exhibit B-3 ("Exhibit B-3") to Supplement No. 3, which is a complete restatement of Schedule 4 to the Security Agreement and reflects changes from December 21, 1989, through and including June 30, 1991, in the number of units and reporting marks of railcars owned by Debtor that are not subject to the security interest granted under the Security Agreement, was added to the Security Agreement in lieu of the original Schedule 4 thereof; and

WHEREAS, certain railcars which are subject to a security interest in favor of NMB Lease NV (the "NMB Cars") and were released by Agent pursuant to Release No. 1 dated as of January 24, 1991 ("Release No. 1"), which was filed and recorded with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on May 29, 1991, and given Recordation No. 16667-D; and the Yasuda Cars released by Release No. 2; and certain railcars which are subject to a security interest in favor of Pitney Bowes Credit Corporation and Deutsche Credit Corporation (together, the "Pitney/Deutsche Cars") and were released by Agent pursuant to Release No. 3 dated as of June 3, 1991 ("Release No. 3"), which was filed and recorded with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on June 13, 1991, and given Recordation No. 16667-G, were inadvertently omitted from Exhibit B-3; and

WHEREAS, Debtor and Agent acknowledge that the Yasuda Cars should have been and were intended to be omitted from Exhibit A-3 of Supplement No. 3 and the NMB Cars, the Yasuda Cars and the Pitney/Deutsche Cars should have been and were intended to be included in Exhibit B-3 of Supplement No. 3, all retroactive to June 30, 1991.

NOW, THEREFORE, the parties hereby agree to amend Supplement No. 3 as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Security Agreement unless otherwise stated.

2. Retroactive to June 30, 1991, the Yasuda Cars subject to Release No. 2 and identified on Schedule 1 hereto are hereby deleted from Exhibit A-3 of Supplement No. 3.

3. Retroactive to June 30, 1991, the NMB Cars subject to Release No. 1, the Yasuda Cars subject to Release No. 2 and the Pitney/Deutsche Cars subject to Release No. 3, all of which are identified on Schedule 2 hereto, are hereby added to Exhibit B-3 of Supplement No. 3.

3. Except as expressly modified by this Amendment, all terms and provisions set forth in the Security Agreement and Supplement No. 3 shall remain in full force and effect.

CHEMICAL BANK, AS AGENT

By C. C. [illegible]

Title Managing Director

ITEL RAIL CORPORATION

By Robert Kiehnle
Robert C. Kiehnle

Title Vice President and Treasurer

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 7 day of NOVEMBER, 1991, before me personally appeared C.C. WARDELL personally known to me to be the person who executed the within instrument as Managing Director of Chemical Bank, and acknowledged to me that the Bank executed it.

Frances Passik
Notary Public

FRANCES PASSIK
Notary Public, State of New York
No 24-01PA4780321
Qualified in Kings County
Certificate filed in New York County
Commission Expires 9/30/93

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

On this 21st day of October, 1991, before me 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

SCHEDULE 1

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SCHEDULE 2, CONTINUED
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