

ITEL

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

May 7, 1987

RECORDATION NO. 15064-B Filed & Recorded

MAY 18 1987 10-1 5 PM

INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

**Re: Quarterly Supplement No. 1 to the Assignment of Lease and Agreement between
Itel Rail Corporation and Heller Financial, Inc.**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in seven (7) counterparts, is hereby submitted for filing and recording pursuant to U.S.C. §11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this Supplement under the Assignment of Lease and Agreement dated as of September 30, 1986, between Itel Rail Corporation and Heller Financial, Inc., which was filed with the ICC on October 7, 1986, and given Recordation No. 15064.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Borrower)
55 Francisco Street
San Francisco, California 94133

Heller Financial, Inc. (Secured Party)
200 North LaSalle Street
Chicago, Illinois 60601

This Supplement reflects the remarking of units of equipment as set forth on Schedule A-1 attached thereto.

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

Very truly yours,



Patricia Schumacker
Legal Department

:ps
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/19/87

OFFICE OF THE SECRETARY

Patricia Schumacker
Legal Dept.
Itel Rail Corporation
55 Francisco Street
San Francisco, Calif. 94133

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 5/18/87 at 10.15am , and assigned re-
recording number (s). 15063-D & 15064-B

Sincerely yours,

Norita K. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

QUARTERLY SUPPLEMENT NO. 1
TO THE ASSIGNMENT OF LEASE AND AGREEMENT
BETWEEN ITEL RAIL CORPORATION ("ITEL RAIL")
AND HELLER FINANCIAL, INC. ("HELLER")

RECORDATION NO. 15064-13
Filed & Recorded
MAY 18 1987 10-1 5 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, Itel Rail and Heller are parties to a Loan and Security Agreement (the "Loan") dated as of September 30, 1986, which became effective October 7, 1986;

WHEREAS, in furtherance of the Loan, Itel Rail and Heller have entered into an Assignment of Lease and Agreement (the "Assignment") dated September 30, 1986, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on October 7, 1986, and given Recordation No. 15064;

WHEREAS, the parties desire that Itel Rail file quarterly supplements to Exhibits A and B to the Assignment to reflect the assignment of leases and subleases (the "Leases") entered into from time to time with respect to Rolling Stock (which Leases may also cover Excluded Rolling Stock) (as defined in the Assignment) and to reflect the addition of new Excluded Rolling Stock.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Loan and in the Assignment, the parties agree as follows:

1. All capitalized terms used herein shall have the meanings assigned to them in the Assignment, unless otherwise stated.
2. Exhibit A of the Assignment is hereby supplemented as set forth on Exhibit A-1 attached hereto to reflect new Leases entered into during the first calendar quarter of 1987 and last calendar quarter of 1986 with respect to Rolling Stock (which Leases may also cover Excluded Rolling Stock) and the amendment of existing Leases to add Rolling Stock thereto.

HELLER FINANCIAL, INC.

ITEL RAIL CORPORATION

By Allen G. Palmer
Title Asst
Date 5/4/87

By Robert Kiehn
Title V. Finance
Date 4/20/87

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

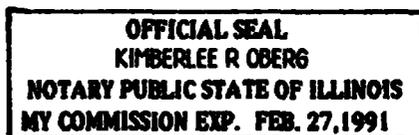
On this 20th day of APRIL, 1987 before me personally came ROBERT C. KIEHNLE to me known, who, being by me duly sworn, did depose and say that he is the VICE PRESIDENT-FINANCE of TEL RAIL CORPORATION, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of TEL RAIL CORPORATION; and that he signed his name thereto pursuant to like authority.



Patricia Schumacker
Notary Public

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this 5th day of MAY, 1987 before me personally came COLLEEN A. PALMER to me known, who, being by me duly sworn, did depose and say that she is the ASS'T VICE PRESIDENT of HELLER FINANCIAL INC., one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of HELLER FINANCIAL INC.; and that she signed ^{her} ~~his~~ name thereto pursuant to like authority.



Kimberlee R. Oberg
Notary Public

Exhibit A-1
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
<u>Ahnapee & Western Railroad</u>					
AHW 105525	1	FC	3-01-85	14624	4-12-85
<u>Arkansas & Louisiana Missouri Railroad</u>					
ALM 1250-1278	29	XM	1-24-86	14934	4-04-86
<u>Atchison, Topeka & Santa Fe Railway</u>					
SFLC 901050-901086	692	FC	11-01-84	14544	1-14-85
SFLC 901088-901099					
SFLC 901245-901294					
SFLC 901295-901480					
SFLC 901481-901544					
SFLC 901700-901724					
SFLC 902000-902049					
SFLC 902100-902244					
SFLC 902545-902635					
SFLC 902637-902666					
SFLC 902668-902678					
SFLC 902680-902699					
<u>Canadian Pacific Limited</u>					
QC 77198-77249	52	XM	11-19-86	15118	12-12-86
<u>Chicago, Central & Pacific Railroad</u>					
CC 1-50	50	XM	12-19-84	15170	2-19-87
<u>Corinth & Counce Railroad (Amendment G)</u>					
CCR 6806-6880	100	XM	4-29-77	8838-S	12-19-86
CCR 6881-6905					
<u>Detroit, Toledo & Ironton Railway</u>					
DTI 90000-90063	233	FC	3-10-81	13077	4-30-81
DTI 90065-90165					
DTI 90167-90234					

Exhibit A-1
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
<u>East Camden & Highland Railroad</u>					
EACH 4182-4183	40	XM	6-12-81	13198	7-21-81
EACH 4186					
EACH 4188-4189					
EACH 4191					
EACH 4194					
EACH 4199					
EACH 4202-4207					
EACH 4209-4215					
EACH 4217-4218					
EACH 4120-4121					
EACH 4223					
EACH 4228-4229					
EACH 4232					
EACH 4234					
EACH 4236-4238					
EACH 4242-4243					
EACH 4245-4247					
EACH 4249-4250					
<hr/>					
<u>Grand Trunk Western Railroad (Amendment No. 1)</u>					
DTI 90000-90029	233	FC	1-01-85	14615-D	2-09-87
DTI 90087-90088					
DTI 90091					
DTI 90097-90134					
DTI 90170-90175					
DTI 90194-90199					
DTI 90207-90212					
DTI 90030-90063					
DTI 90065-90086					
DTI 90089-90090					
DTI 90092-90096					
DTI 90135-90165					
DTI 90167-90169					
DTI 90176-90193					
DTI 90200-90206					
DTI 90213-90234					
<hr/>					
<u>Green Bay & Western Railroad (Amendment No. 3)</u>					
GBW 8302-8303	34	XM	7-01-82	13579-F	3-31-87
GBW 8306					
GBW 8317					

Exhibit A-1
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
GBW 8319					
GBW 8323-8324					
GBW 8330-8331					
GBW 8333-8334					
GBW 8337					
GBW 8343-8344					
GBW 8346					
GBW 8348					
GBW 8353					
GBW 8357					
GBW 8362					
GBW 8364-8366					
GBW 8373-8374					
GBW 8377					
GBW 8379					
GBW 8385					
GBW 8389					
GBW 8392					
GBW 8395					
GBW 8399					
GBW 8402					
GBW 8413					
GBW 8419					

Gulf and Mississippi Railroad

GMSR 40401-40439	40	XM	1-10-86	14909	2-25-86
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Hartford & Slocomb Railroad

HS 77198-77249	52	XM	10-15-86	15148	12-12-86
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QC 77198-77249	52	(Amendment No. 1) XM	10-15-86	15148-A	12-12-86
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Kansas City Southern Railway

KCS 756008	197	XM	7-17-85	14782	9-03-85
KCS 756016					
KCS 756024					
KCS 756032					
KCS 756041					

Exhibit A-1
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
KCS 756059					
KCS 756067					
KCS 756075					
KCS 756083					
KCS 756091					
KCS 756105					
KCS 756113					
KCS 756121					
KCS 756130					
KCS 756148					
KCS 756156					
KCS 756164					
KCS 756172					
KCS 756181					
KCS 756199					
KCS 756202					
KCS 756211					
KCS 756229					
KCS 756237					
KCS 756245					
KCS 756253					
KCS 756261					
KCS 756270					
KCS 756288					
KCS 756296					
KCS 756300					
KCS 756318					
KCS 756326					
KCS 756334					
KCS 756342					
KCS 756351					
KCS 756369					
KCS 756377					
KCS 756385					
KCS 756393					
KCS 756407					
KCS 756415					
KCS 756423					
KCS 756431					
KCS 756440					
KCS 756458					
KCS 756466					
KCS 756474					
KCS 756482					
KCS 756491					
KCS 756504					

Exhibit A-1
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
KCS 756512					
KCS 756521					
KCS 756539					
KCS 756547					
KCS 756555					
KCS 756563					
KCS 756580					
KCS 756598					
KCS 756601					
KCS 756610					
KCS 756628					
KCS 756636					
KCS 756644					
KCS 756652					
KCS 756661					
KCS 756679					
KCS 756687					
KCS 756695					
KCS 756709					
KCS 756717					
KCS 756725					
KCS 756733					
KCS 756741					
KCS 756750					
KCS 756768					
KCS 756776					
KCS 756784					
KCS 756792					
KCS 756806					
KCS 756814					
KCS 756822					
KCS 756831					
KCS 756849					
KCS 756857					
KCS 756865					
KCS 756873					
KCS 756881					
KCS 756890					
KCS 756903					
KCS 756911					
KCS 756920					
KCS 756938					
KCS 756946					
KCS 756954					
KCS 756962					
KCS 756971					

Exhibit A-1
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
KCS 756989					
KCS 756997					
KCS 757004					
KCS 757012					
KCS 757021					
KCS 757039					
KCS 757047					
KCS 757055					
KCS 757063					
KCS 757071					
KCS 757080					
KCS 757098					
KCS 757101					
KCS 757110					
KCS 757128					
KCS 757144					
KCS 757152					
KCS 757161					
KCS 757179					
KCS 757187					
KCS 757195					
KCS 757209					
KCS 757217					
KCS 757225					
KCS 757233					
KCS 757241					
KCS 757250					
KCS 757268					
KCS 757276					
KCS 757284					
KCS 757292					
KCS 757306					
KCS 757314					
KCS 757322					
KCS 757331					
KCS 757349					
KCS 757357					
KCS 757365					
KCS 757373					
KCS 757381					
KCS 757403					
KCS 757411					
KCS 757420					
KCS 757438					
KCS 757446					
KCS 757454					

Exhibit A-1
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
KCS	757462				
KCS	757471				
KCS	757489				
KCS	757497				
KCS	757501				
KCS	757519				
KCS	757527				
KCS	757535				
KCS	757543				
KCS	757551				
KCS	757560				
KCS	757578				
KCS	757586				
KCS	757594				
KCS	757608				
KCS	757616				
KCS	757624				
KCS	757632				
KCS	757641				
KCS	757659				
KCS	757667				
KCS	757675				
KCS	757683				
KCS	757691				
KCS	757705				
KCS	757713				
KCS	757721				
KCS	757730				
KCS	757748				
KCS	757756				
KCS	757764				
KCS	757772				
KCS	757781				
KCS	757799				
KCS	757802				
KCS	757811				
KCS	757829				
KCS	757837				
KCS	757845				
KCS	757853				
KCS	757861				
KCS	757870				
KCS	757888				
KCS	757896				
KCS	757900				
KCS	757918				

Exhibit A-1
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
KCS 757926					
KCS 757934					
KCS 757942					
KCS 757951					
KCS 757969					
KCS 757977					
KCS 757985					
KCS 757993					
<u>Maine Central Railroad</u>					
MEC 105051-105125	75	XM	3-10-84	14627	4-17-85
<u>McCloud River Railroad</u>					
MR 2500-2506	7	XM	4-28-83	14030	5-27-83
<u>McCloud River Railroad (Amendment No. 4)</u>					
MR 8750-8789	65	XM	4-20-83	14029-K	1-15-87
MR 8790-8814					
<u>McCloud River Railroad (Amendment No. 5)</u>					
MR 4500-4599	100	XP	4-20-77	8819-H	1-06-87
<u>Midsouth Rail Corporation (Rider A)</u>					
MSRC 4000-4090	91	XM	12-12-86	15149-A	1-12-87
<u>Minnesota, Dakota & Western Railroad (Amendment No. 5)</u>					
MDW 1700-1799	100	XP	7-26-78	10129-L	12-18-86
<u>(Amendment No. 6)</u>					
MDW 10300-10414	115	XM	7-26-78	10129-K	11-25-86

Exhibit A-1
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
<u>Sabine River & Northern Railroad (Amendment No. 2)</u>					
SRN 5300-5349	99	XM	12-23-77	9407-C	3-24-87
SRN 5350-5399					
<u>Sabine River & Northern Railroad (Amendment No. 3)</u>					
SRN 3500-3549	100	XM	10-19-84	14165-GGG	3-24-87
SRN 3550-3599					

Total: 2,272