



Pullman Leasing Company

200 South Michigan Avenue
Chicago, Illinois 60604
(312) 322-7070

December 17, 1984

Interstate Commerce Commission
Office of Recordation
Room 2303
12th & Constitution Avenue
Washington, D.C. 20423

RECORDATION NO. 11875-2
Filed 1425
Date 12/26/84
No. 10.00
Washington, D.C.

DEC 26 1984 - 11 00 AM
INTERSTATE COMMERCE COMMISSION

Re: Filing
Equipment Trust Agreement
Dated as of June 1, 1980
(Series 8)

Gentlemen:

As of June 1, 1980, The Northern Trust Company, as Trustee, and Pullman Leasing Company entered into an Equipment Trust Agreement (hereinafter referred to as the "Agreement"). The Agreement was filed with the Commission on June 6, 1980 and was assigned Recordation Number 11875.

The Agreement has been amended from time to time by Supplemental Agreements which have been filed with the Commission. The most recent Supplemental Agreement dated as of April 15, 1984 was filed with the Commission on June 15, 1984 and was assigned Recordation Number 11875-D.

Enclosed for recording under Section 49 U.S.C. 11303 are three executed counterparts of a Trustee Resignation and Acceptance by Successor Agreement between the Northern Trust Company, as Trustee under the Agreement, Pullman Leasing Company, Pullman Rail Leasing Inc. and Harris Trust and Savings Bank.

The enclosed Agreement was entered into because The Northern Trust Company wants to resign as trustee under the Agreement. Pullman Leasing Company and Pullman Rail Leasing Inc. are willing to accept such resignation and to appoint Harris Trust and Savings Bank as successor trustee. Harris Trust and Savings Bank has agreed to accept appointment as successor trustee under the Agreement. The enclosed Agreement covers all of these actions.

Handwritten signature

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[Small handwritten mark]

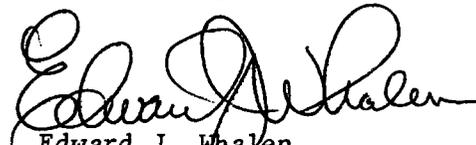
Interstate Commerce Commission
Office of Recordation
December 17, 1984
Page Two

I am also enclosing a check payable to the order of the Interstate Commerce Commission in the amount of \$10.00 as the recording fee for the Agreement.

Pursuant to the Commission's rules and regulations for recording of certain documents under Section 49 U.S.C. 11303, please duly file one of the enclosed counterparts for record in your office and return the remaining copies, together with the Certificate of Recording, to the messenger making this delivery.

If you have any questions concerning this request, please call me collect.

Very truly yours,


Edward J. Whalen
Vice President

EJW/drs
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/26/84

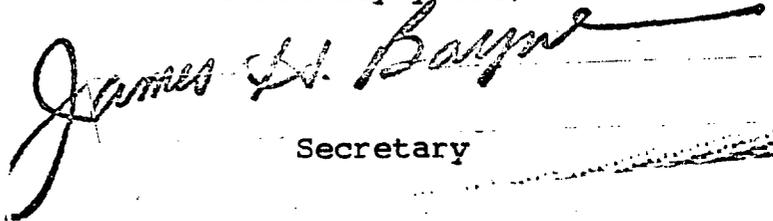
OFFICE OF THE SECRETARY

Edward J. Whalen
Vice President
Pullman Leasing Company
200 South Michigan Ave.
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/26/84 at 11:00am and assigned re-
recording number(s). 11875-E

Sincerely yours,

A handwritten signature in cursive script, reading "James H. Bayne", with a long horizontal flourish extending to the right.

Secretary

Enclosure(s)

TRUSTEE RESIGNATION & APPOINTMENT AND ACCEPTANCE
OF SUCCESSOR TRUSTEE

REGISTRATION NO. 11875-E Filed 1425

PULLMAN LEASING COMPANY EQUIPMENT TRUST AGREEMENT
DATED AS OF JUNE 1, 1980, SERIES 8

DEC 25 1984 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, made and entered as of the 17th day of December, 1984, among The Northern Trust Company ("Northern"), Pullman Leasing Company and Pullman Rail Leasing Inc. (collectively "Company"), and Harris Trust and Savings Bank ("Harris").

WHEREAS, Northern is presently the Trustee under the Equipment Trust Agreement dated as of June 1, 1980 Series 8 ("Agreement"), by and between Northern and Pullman Leasing Company, presently known as Pullman Rail Leasing Inc., and desires to resign as Trustee; and,

WHEREAS, Pullman Leasing Company has guaranteed the obligations of its wholly owned subsidiary Pullman Rail Leasing Inc. under the Agreement; and,

WHEREAS, Company is prepared to accept the resignation of Northern as Trustee and thereupon is required to appoint a successor Trustee; and,

WHEREAS, Company desires to appoint Harris as the successor Trustee under the Agreement and Harris has agreed to become the successor Trustee.

NOW, THEREFORE, pursuant to the provisions of the Agreement and in consideration of the mutual covenants and agreements herein set forth, the parties hereto agree as follows:

One. Northern hereby resigns as Trustee under the Agreement effective December 17, 1984, pursuant to the provisions of Section 9.09 of the Agreement.

Two. Northern having resigned as Trustee under the Agreement, Company, as required and authorized by Section 9.09 of the Agreement, appoints Harris as successor Trustee, effective December 17, 1984.

Three. Harris, having been appointed successor Trustee under the Agreement, does hereby accept the appointment as successor Trustee under the Agreement pursuant to the provisions of Section 9.10 of the Agreement, effective December 17, 1984.

Four. Northern, as resigning Trustee, hereby transfers to Harris, as successor Trustee, all of the rights and powers possessed and exercised by Northern as Trustee, including those of registrar and paying agent, as well as all of its right, title and interest in and to the units of railroad equipment owned as Trustee and listed in Exhibit A hereto, said transfers to be effective December 17, 1984.

Five. Harris, as successor Trustee under the Agreement, accepts all of the obligations and duties of Trustee as set forth in the Agreement, including those of registrar and paying agent, and agrees to comply therewith in carrying out the office of Trustee under the Agreement. Harris represents and warrants that it is qualified to be Trustee under Section 9.07 of the Agreement and that it is eligible to be Trustee under Section 9.08 of the Agreement as of the date hereof.

Six. The parties hereto jointly agree to the issuance by Company to all holders of Equipment Trust Certificates issued pursuant to the Agreement of the Notice, attached hereto as Exhibit B, announcing the resignation of Northern and the appointment and acceptance of Harris as successor Trustee under the Agreement. The Notice will be placed in the mail at the close of business on December 17, 1984.

Seven. For purposes of Section 13.06 of the Agreement, Harris hereby designates the following address for the receipt of such communications, notices, demands or other information submitted to it as successor Trustee under the Agreement:

Harris Trust and Savings Bank
Indenture Trust Division
P. O. Box 755
Chicago, IL 60690

Eight. As to all other matters not otherwise addressed hereinabove, the respective rights and obligations of the parties hereto shall be as set forth in the Agreement.

IN WITNESS WHEREOF, Northern, Company and Harris have each caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

Attest:

John H. St. Lawrence
ASSISTANT SECRETARY

The Northern Trust Company

By: [Signature]
TRUST OFFICER

Attest:

David R. Wood
Assistant Secretary

Pullman Leasing Company

By: [Signature]
Vice President

Attest:

David R. Wood
Assistant Secretary

Pullman Rail Leasing Inc.

By: [Signature]
Vice President

Attest:

[Signature]
ASSISTANT SECRETARY

Harris Trust and Savings Bank

By: [Signature]
VICE PRESIDENT

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

JOHN E. FINLAY

On this 13th day of December, 1984, before me personally came ~~ROBERT E. FINE~~
, to me known, who, being by me duly sworn, says that he is a Vice President of
THE NORTHERN TRUST COMPANY, one of the corporations described in and which TRUST
executed the foregoing instrument; that he knows the seal of said corporation; OFFICER
that the seal affixed to said instrument is such corporate seal; that it was so
affixed by authority of the Board of Directors of said corporation; and that he
signed his name thereto by like authority.

Barbara A. Gonzalez Fisher
Notary Public

My commission expires: Oct. 20, 1986

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 12th day of December, 1984, before me personally came EDWARD J.
WHALEN, to me known, who, being by me duly sworn, says that he is the Vice
President of PULLMAN LEASING COMPANY and PULLMAN RAIL LEASING INC., two of the
corporations described in and which executed the foregoing instrument; that he
knows the seals of said corporations; that the seals affixed to said instrument
are such corporate seals; that they were so affixed by order of the Boards of
Directors of said corporations; and that he signed his name thereto by like
order.

Barbara Janowiak
Notary Public

My commission expires: Dec. 27, 1985

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 14th day of DECEMBER, 1984, before me personally came R. G. MASON
, to me known, who being by me duly sworn, says that he is a Vice President of
HARRIS TRUST AND SAVINGS BANK, one of the corporations described in and which
executed the foregoing instrument; that he knows the seal of said corporation;
that the seal affixed to said instrument is such corporate seal; that it was so
affixed by authority of the Board of Directors of said corporation, and that he
signed his name thereto by like authority.

L.C. Callahan
Notary Public

My commission expires: MARCH 8, 1988

CAR TYPE	REGINING INI. NUMBER	C A R S * ENLING IMI. NUMBER	LESSEE	DATE INSI	IN	OU	SE	STATUS	UN	RE
4750CH	PLCX 019909		ILGER	08/79	1					
4750CH	PLCX 019910	PLCX 019911	CARCI	08/79	2					
4750CH	PLCX 019911	PLCX 019912	GREYF	08/79	7					
4750CH	PLCX 019921	PLCX 019926	GREYF		6					
4750CH	PLCX 019932	PLCX 019935	GREYF		2					
4750CH	PLCX 019934		GREYF		1					
4750CH	PLCX 019935		GREYF		1					
4750CH	PLCX 019936		GREYF		1					
4750CH	PLCX 019937		GREYF		1					
4750CH	PLCX 019938		GREYF		1					
4750CH	PLCX 019939	PLCX 019942	GREYF	08/79	4					
4750CH	PLCX 021267	PLCX 021310	INDFM	09/79	4					
4750CH	PLCX 021312		INDFM	09/79	1					
4750CH	PLCX 021313		INDFM	09/79	1					
4750CH	PLCX 021314	PLCX 021329	INDFM	09/79	16					
4750CH	PLCX 021331	PLCX 021344	INDFM	09/79	14					
4750CH	PLCX 021345		INDFM	09/79	16					
4750CH	PLCX 021346	PLCX 021372	INDFM	09/79	27					
4750CH	PLCX 021375	PLCX 021382	INDFM	09/79	8					
4750CH	PLCX 021384	PLCX 021395	INDFM	09/79	16					
4750CH	PLCX 021401	PLCX 021403	INDFM	09/79	13					
4750CH	PLCX 021404		INDFM	09/79	1					
4750CH	PLCX 021405	PLCX 021407	INDFM	09/79	5					
4750CH	PLCX 021411	PLCX 021442	INDFM	09/79	32					
4750CH	PLCX 021444	PLCX 021442	INDFM	09/79	20					
4750CH	PLCX 021465	PLCX 021447	INDFM	09/79	2					
4750CH	PLCX 021467	PLCX 021545	INDFM	10/79	79					
4750CH	PLCX 021547	PLCX 021565	INDFM	10/79	23					
4750CH	PLCX 021571	PLCX 021586	INDFM	10/79	23					
4750CH	PLCX 021588	PLCX 021608	INDFM	10/79	21					
4750CH	PLCX 021610	PLCX 021616	INDFM	10/79	7					
4750CH	PLCX 021617	PLCX 021675	GDKST	10/79	57					
4750CH	PLCX 021675	PLCX 021677	GDKST	10/79	3					
4750CH	PLCX 021679	PLCX 021679	GDKST	10/79	12					
4750CH	PLCX 021692	PLCX 021716	GDKST	10/79	25					
4750CH	PLCX 021717	PLCX 021731	GREYF	10/79	15					
4750CH	PLCX 021733	PLCX 021734	FARML	10/79	1					
4750CH	PLCX 021734	PLCX 021762	GREYF	10/79	29					
4750CH	PLCX 021763		GREYF	10/79	1					
4750CH	PLCX 021764	PLCX 021842	GREYF	10/79	79					
4750CH	PLCX 021843	PLCX 021845	GREYF	10/79	1					
4750CH	PLCX 021844	PLCX 021847	GREYF	10/79	2					
4750CH	PLCX 021846		GREYF	10/79	2					
4750CH	PLCX 021848	PLCX 021850	GREYF	10/79	2					
4750CH	PLCX 021849	PLCX 021851	GREYF	10/79	2					
4750CH	PLCX 021856	PLCX 021855	GREYF	10/79	1					
4750CH	PLCX 021857	PLCX 021857	GREYF	10/79	2					
4750CH	PLCX 021854	PLCX 021854	GREYF	10/79	2					

PIL EQUIPMENT TRUST CO - CAR TYPE SEQUENCE AS OF 12/07/84

DATE 12/07/84 PAGE 147

CAR TYPE	* BEGINNING INCL. NUMBER	* C A R S * ENDING INCL. NUMBER	LESSEE	DATE INST	IN	* QU	* S I A T U S	UN	* * * * *	RE
4750CH	PLCX 021861		GREYF	10/79	1					
4750CH	PLCX 021862		GREYF	10/79	1					
4750CH	PLCX 021863	PLCX 021872	GREYF	10/79	11					
4750CH	PLCX 021874		GREYF		3					
4750CH	PLCX 021875	PLCX 021877	GREYF		1					
4750CH	PLCX 021878		GREYF		1					
4750CH	PLCX 021879		GREYF	11/79	1					
4750CH	PLCX 021880		GREYF	10/79	1					
4750CH	PLCX 021881	PLCX 021884	GREYF	10/79	3					
4750CH	PLCX 021882	PLCX 021885	GREYF	10/79	3					
4750CH	PLCX 021886	PLCX 021887	GREYF	10/79	2					
4750CH	PLCX 021889		GREYF	10/79	2					
4750CH	PLCX 021890	PLCX 021891	FMCCO	10/79	4					
4750CH	PLCX 021892	PLCX 021895	FMCCO	10/79	1					
4750CH	PLCX 021896	PLCX 021897	FMCCO	10/79	14					
4750CH	PLCX 021898		FMCCO	10/79	1					
4750CH	PLCX 021899		FMCCO	10/79	1					
4750CH	PLCX 021900	PLCX 021912	FMCCO	10/79	1					
4750CH	PLCX 021918	PLCX 021919	FMCCO	10/79	1					
4750CH	PLCX 021920	PLCX 021922	FMCCO	10/79	1					
4750CH	PLCX 021923	PLCX 021925	FMCCO	10/79	1					
4750CH	PLCX 021926	PLCX 021927	FMCCO	10/79	1					
4750CH	PLCX 021939	PLCX 021941	FMCCO	10/79	1					
4750CH	PLCX 021942	PLCX 021945	FMCCO	10/79	4					
4750CH	PLCX 021946		FMCCO	10/79	1					
4750CH	PLCX 021947	PLCX 021948	FMCCO	10/79	1					
4750CH	PLCX 021951		FMCCO	10/79	1					
4750CH	PLCX 021952	PLCX 021953	FMCCO	10/79	1					
4750CH	PLCX 021954		FMCCO	10/79	1					
4750CH	PLCX 021955	PLCX 021957	FMCCO	10/79	1					
4750CH	PLCX 021960	PLCX 021961	FMCCO	10/79	1					
4750CH	PLCX 021962		FMCCO	10/79	1					
4750CH	PLCX 021963		FMCCO	10/79	1					
4750CH	PLCX 021964	PLCX 021966	FMCCO	10/79	1					
4750CH	PLCX 021967	PLCX 021968	FMCCO	10/79	2					
4750CH	PLCX 021969	PLCX 021970	FMCCO	10/79	1					
4750CH	PLCX 021971		FMCCO	10/79	1					
4750CH	PLCX 021972	PLCX 021973	GREYF	10/79	2					
4750CH	PLCX 021974	PLCX 021977	GREYF	10/79	1					
4750CH	PLCX 021978		GREYF	10/79	4					
4750CH	PLCX 021979	PLCX 021980	GREYF	10/79	2					
4750CH	PLCX 021981		GREYF	10/79	1					
4750CH	PLCX 021982		GREYF	10/79	1					
4750CH	PLCX 021983	BUNGE	GREYF	10/79	1					
4750CH	PLCX 021984	PLCX 021987	GREYF	10/79	1					
4750CH	PLCX 021988		GREYF	10/79	1					
4750CH	PLCX 021989		GREYF	10/79	1					

DATE 12/07/84 PAGE 148

FILE NUMBER TRUST OR - CAR TYPE SEQUENCE AS OF 12/07/84

FILE NUMBER

CAR TYPE	REGISTRATION NUMBER	ENDING INTL. NUMBER	LESSEE	DATE INST.	IN *	OU *	SE *	STATUS	UN *	RE *
4750CH	PLCX 021950	PLCX 021951	GREVE	10/79	1		2			
4750CH	PLCX 021952		GREVE	11/79	1					
4750CH	PLCX 021953		GREVE	11/79	1					
4750CH	PLCX 021954	PLCX 021956	GREVE		1					
4750CH	PLCX 021957		GREVE		1					
4750CH	PLCX 021958	PLCX 022002	GREVE		1					
4750CH	PLCX 022003		GREVE		6					
4750CH	PLCX 022004	PLCX 022009	GREVE		1					
4750CH	PLCX 022010		GREVE		5					
4750CH	PLCX 022011	PLCX 022015	GREVE	11/79	1					
4750CH	PLCX 022016		GREVE		1					
CAR TYPE TOTAL					1234	3	138	0	0	0
5820CH	PLCX 043055	PLCX 043056	USSTL	03/79	1					
5820CH	PLCX 043057	PLCX 043058	USSTL	04/79	27					
5820CH	PLCX 043059	PLCX 043062	COLNL	03/79	10					
5820CH	PLCX 043063		COLNL	03/79	1					
5820CH	PLCX 043064		VISTA	03/79	1					
5820CH	PLCX 043065	PLCX 043701	LOWCH	03/79	6	1				
5820CH	PLCX 043066		VISTA	03/79	2					
5820CH	PLCX 043067		DIARC	03/79	2					
5820CH	PLCX 043068		LOWCH	03/79	2					
5820CH	PLCX 043069		LOWCH	03/79	2					
5820CH	PLCX 043070	PLCX 043714	VISTA	03/79	2					
5820CH	PLCX 043071	PLCX 043716	LOWCH	03/79	2					
5820CH	PLCX 043072	PLCX 043719	VISTA	03/79	2					
5820CH	PLCX 043073		LOWCH	03/79	2					
5820CH	PLCX 043074	PLCX 043721	VISTA	03/79	2					
5820CH	PLCX 043075	PLCX 043722	LOWCH	03/79	2					
5820CH	PLCX 043076	PLCX 043723	LOWCH	03/79	2					
5820CH	PLCX 043077	PLCX 043724	VISTA	03/79	2					
5820CH	PLCX 043078	PLCX 043725	LOWCH	03/79	2					
5820CH	PLCX 043079	PLCX 043726	LOWCH	03/79	2					
5820CH	PLCX 043080	PLCX 043727	LOWCH	03/79	2					
5820CH	PLCX 043081	PLCX 043728	LOWCH	03/79	2					
5820CH	PLCX 043082	PLCX 043729	LOWCH	03/79	2					
5820CH	PLCX 043083	PLCX 043730	LOWCH	03/79	2					
5820CH	PLCX 043084	PLCX 043731	LOWCH	03/79	2					
5820CH	PLCX 043085	PLCX 043732	LOWCH	03/79	2					
5820CH	PLCX 043086	PLCX 043733	LOWCH	03/79	2					
5820CH	PLCX 043087	PLCX 043734	LOWCH	03/79	2					
5820CH	PLCX 043088	PLCX 043735	LOWCH	03/79	2					
5820CH	PLCX 043089	PLCX 043736	LOWCH	03/79	2					
5820CH	PLCX 043090	PLCX 043737	LOWCH	03/79	2					
5820CH	PLCX 043091	PLCX 043738	LOWCH	03/79	2					
5820CH	PLCX 043092	PLCX 043739	LOWCH	03/79	2					
5820CH	PLCX 043093	PLCX 043740	LOWCH	03/79	2					
5820CH	PLCX 043094	PLCX 043741	LOWCH	03/79	2					
5820CH	PLCX 043095	PLCX 043742	LOWCH	03/79	2					
5820CH	PLCX 043096	PLCX 043743	LOWCH	03/79	2					
5820CH	PLCX 043097	PLCX 043744	LOWCH	03/79	2					
5820CH	PLCX 043098	PLCX 043745	LOWCH	03/79	2					
5820CH	PLCX 043099	PLCX 043746	LOWCH	03/79	2					
5820CH	PLCX 043100	PLCX 043747	LOWCH	03/79	2					
5820CH	PLCX 043101	PLCX 043748	LOWCH	03/79	2					
5820CH	PLCX 043102	PLCX 043749	LOWCH	03/79	2					
5820CH	PLCX 043103	PLCX 043750	LOWCH	03/79	2					
5820CH	PLCX 043104	PLCX 043751	LOWCH	03/79	2					
5820CH	PLCX 043105	PLCX 043752	LOWCH	03/79	2					
5820CH	PLCX 043106	PLCX 043753	LOWCH	03/79	2					
5820CH	PLCX 043107	PLCX 043754	LOWCH	03/79	2					
CAR TYPE TOTAL					97	3	0	0	0	0

100 CARS

PIL LILLILLI LEUSI 08 - CAR TYPE SEQUENCE AS OF 12/07/84 DATE 12/07/84 PAGE 149

CAR TYPE	BEGINNING INI. NUMBER	ENDING INI. NUMBER	LESSEE	DATE INSI	IN	QU	SE	S T A T U S	RE
TRUST OR TOTAL	1508	CARS			1357	7	140	0	4



Pullman Leasing Company

200 South Michigan Avenue
Chicago, Illinois 60604
(312) 322-7070

To the Holders of
Pullman Rail Leasing Inc. and
Pullman Leasing Company
12-1/4% Equipment Trust Certificates due June 1, 2000
Equipment Trust Agreement dated as of June 1, 1980 (Series 8)

Pursuant to the provisions of Section 9.10 of the Equipment Trust Agreement (hereinafter called the "Agreement") dated as of June 1, 1980 by and between The Northern Trust Company ("Northern"), an Illinois state bank, as Trustee, and Pullman Leasing Company ("PLC"), a Delaware corporation, as the Company, notice is hereby given that The Northern Trust Company, pursuant to Section 9.9 of the Agreement, has resigned as Trustee effective as of December 17, 1984.

Harris Trust and Savings Bank ("Harris"), an Illinois banking corporation, has accepted appointment as successor trustee under the Agreement effective as of December 17, 1984 pursuant to the provisions of Section 9.10 of the Agreement. The Securities and Exchange Commission has approved Harris as Northern's successor Trustee. Harris has satisfactorily provided trustee services for PLC and others for many years.

All communications or requests for information should be addressed to:

Harris Trust and Savings Bank
Indenture Trust Division
P. O. Box 755
Chicago, IL 60690

Pullman Rail Leasing Inc. and
Pullman Leasing Company

By _____
Terrence G. Heidkamp
Controller