

# RAILEASE

Business Center Building  
P.O. Box 1513  
Bellevue, Washington 98006  
Telephone (206)455-7400

12783-A  
RECORDED FILED 1425  
MAY 1 1985 - 2 25 PM

C-121A044

MAY 1 1985

May 1, 1985

INTERSTATE COMMERCE COMMISSION  
Ms. Agatha Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

40.00

12783-F  
RECORDED FILED 1425

MAY 1 1985 - 2 25 PM

INTERSTATE COMMERCE COMMISSION

RE: RAILEASE Inc Equipment Trust, Assignment  
1981 Series A - Amendment Agreements,  
Bill of Sale

Madam:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation counterparts of the following documents:

- (1) Amendment Agreement, dated as of May 1, 1985, amending an Equipment Trust Agreement dated as of January 15, 1981 between THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as Trustee, and RAILEASE Inc, a Washington corporation, and amending an Assignment dated as of January 15, 1981 between the said Trustee as Assignee and RAILEASE Inc as Assignor (six executed counterparts).
- (2) Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. to RAILEASE Inc, releasing certain trust equipment from said Equipment Trust Agreement and Assignment (six executed counterparts).

The address of RAILEASE Inc is 777 - 106th Avenue N.E., Bellevue, Washington 98004, and the address of THE CONNECTICUT BANK AND TRUST COMPANY, N.A. is One Constitution Plaza, Hartford, Connecticut 06115.

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on May 20, 1981 at 9:25 a.m. and assigned Recordation No. 12783-B. The Assignment amended by this Amendment Agreement was originally filed with the ICC on May 20, 1981 at 9:25 a.m. and assigned Recordation No. 12783-C. We request that this Amendment Agreement and the Bill of Sale be assigned the next available letter designations under such primary number.

Also, please cross-index if necessary, the Amendment Agreement with the following document:

Ms. Agatha Mergenovich  
May 1, 1985  
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- 1) Equipment Lease dated as of October 31, 1980 between RAILEASE Inc as lessor and Richard B. Ogilive, Trustee of the Property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, as lessee.

Filed January 19, 1981 at 1:35 p.m. Recordation No. 12783

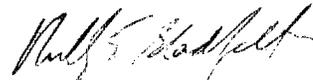
The equipment covered by the Amendment Agreement to the Equipment Trust Agreement and the Assignment is described on Exhibits A and B hereto, respectively. The Amendment Agreement deletes cars MILW 81200 through 81237, inclusive, from the Equipment Trust Agreement and the Assignment. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of such cars released from the Equipment Trust Agreement and the Assignment.

Enclosed is a check in the amount of \$40 to cover the ICC recordation and cross-indexing fees.

Please retain one counterpart of this letter and the above-described documents for your files, and return the remaining counterparts, with the filing data stamped thereon, to the undersigned, in the return envelope provided.

If possible, I would appreciate a telephone call at (206) 455-7544 advising me when recordation has occurred, pending receipt of the documents to be returned to me by mail.

Very truly yours,



Phillip E. Gladfelter  
Counsel

Attachments

EXHIBIT A

Exhibit A  
to  
Amendment Agreement  
Dated as of May 1, 1985

SCHEDULE A  
TO EQUIPMENT TRUST AGREEMENT  
Description of Trust Equipment.

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Car Numbers (all inclusive)</u>	<u>Date of Earliest Service</u>	<u>*Term of Lease</u>	<u>Quarterly Rental</u>
462	PACCAR Inc PC-723 as amended	52'6" 100 ton general purpose gondola car	GB	MILW 81238 through 81699	January 1981	18 years	\$1,074.24 per car

\*Subject to early termination as provided in Section 3 thereof.

EXHIBIT B

Exhibit B  
to  
Amendment Agreement  
Dated as of May 1, 1985

EXHIBIT A  
TO  
ASSIGNMENT

Lease and leased Trust Equipment subject to the Assignment\*

<u>Lease/Lessee</u>	<u>No. of Units</u>	<u>Road Numbers (incl.)</u>	<u>Unit Description</u>	<u>AAR Mechanical Designation</u>
Equipment Lease 10/31/80 between RAILEASE Inc, lessor, and Richard B. Ogilvie, trustee of the property of Chicago, Milwaukee, St. Paul & Pacific RR Co., debtor, lessee (ICC recording #12783 (1/19/81, 1:35 pm)), as amended	462	MILW 81238 through 81699	52' 6" general purpose gondola car	GB

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\*Information set forth under column headings is for Existing Lease only.

# RAILEASE

Inc.  
Business Center Building  
P.O. Box 1618  
Bellevue, Washington 98008  
Telephone (206) 485-7400

As of May 8, 1985

RECORDATION NO. 12783 H  
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RECORDATION NO. 12783 F  
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INTERSTATE COMMERCE COMMISSION  
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordation Office  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: RAILEASE Equipment Trust, Assignment, 1981 Series A -  
Amendment Agreement, Bill of Sale of May 1, 1985.

Dear Ms. Lee:

I enclose:

- 1) My original May 1 recordation transmittal letter to ICC (one signed copy), which you have previously received.
- 2) One fully executed counterpart of the Amendment Agreement and Bill of Sale referred to in the above transmittal letter, bearing previously affixed ICC May 1 recordation data.

As we have discussed by telephone, you will exchange (substitute) the enclosed fully signed counterparts of the Amendment Agreement and Bill of Sale for the partially signed or unsigned counterparts of each such document previously recorded in the ICC files, so that the recorded counterpart will reflect the fully executed agreements of the parties.

When you have completed the foregoing, please endorsed the enclosed copy of this letter to such effect and return it to me, so my records are complete and my opinions of counsel on due recordation can be issued.

We thank you very much for your assistance.

Very truly yours,

  
Phillip E. Gladfelter  
Counsel

PEG: jel

Enclosures: 1) RAILEASE May 1 recordation transmittal letter to ICC

Ms. Mildred Lee  
As of May 8, 1985  
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- 2) Fully executed counterpart of Amendment Agreement dated May 1, 1985, RAILEASE Inc - Connecticut Bank and Trust Company.
- 3) Fully executed counterpart of Connecticut Bank and Trust Company Bill of Sale to RAILEASE dated May 1, 1985

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Enclosed fully executed counterpart of Amendment Agreement has been recorded in the ICC files as of May 1, 1985 at 2:25 PM under recordation number 12783-F.

Enclosed fully executed counterpart of the Connecticut Bank and Trust Company Bill of Sale to RAILEASE dated as of May 1, 1985 has been recorded as of May 1, 1985 at 2:25 PM under recordation number 12783G.

INTERSTATE COMMERCE COMMISSION

By \_\_\_\_\_

