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LAW OFFICES

ALVORD AND ALVORD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D.C. BAR
** ALSO A MEMBER OF OHIO BAR

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
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CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
993-2266

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January 25, 1984

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

4-02540 173
No. JAN 25 1984
Date
Fee \$ 10.00

Dear Mr. Bayne:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are five (5) original executed copies of an Amendment No. 3 dated as of January 2, 1984, a "secondary document" as that term is defined in the Commission's Rules for the Recordation of Documents. This document amends an Indenture of Trust, Security Agreement and Chattel Mortgage dated as of February 2, 1981, which was duly filed and recorded at 11:35 a.m. on February 5, 1981 and assigned Recordation Number 12867.

A general description of the railroad equipment covered by the enclosed document is set forth in Exhibit I attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed document are:

Lender: Bankers Trust Company, as Loan Trustee
P.O. Box 318
Church Street Station
New York, New York 10015

Debtor: United States Trust Company of New York,
as Trustee under an Amended Trust Agreement dated as of June 15, 1980, as amended and restated by an Amended and Restated Trust Agreement dated as of February 2, 1981
45 Wall Street
New York, New York 10005

The undersigned is agent for the Lender named above for the purpose of submitting the enclosed document for filing and recordation and has knowledge of the matters set forth therein.

Conveyed to E. Kessler

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
January 25, 1984
Page Two

Please return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary document to appear in the Commission's Index is as follows:

Amendment No. 3 dated as of January 2, 1984 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of February 2, 1981 between Banker Trust Company, as Loan Trustee, Lender, and United States Trust Company of New York, as Trustee, Debtor, covering 100-ton 4,750 and 4,700 cubic foot capacity covered hoppers.

Very truly yours,


Charles T. Kappler

EXHIBIT I

Annex A to
Indenture

DESCRIPTION OF UNITS

100-Ton 4,750 and 4,700 Cubic Foot Capacity Covered Hoppers:

1. Manufacturer: Portec, Inc.

Number of Cars: 406

Identifying Marks: (series numbers both inclusive)

Prefix COER: 76580, 76701-76703, 76709-76711, 76718, 76721, 76723, 76725, 76726, 76728, 76732-76735, 76859-76862, 76865, 76868, 76869, 76872-76874, 76876, 76877, 76881.

Prefix XTRX: 76578, 76579, 76582-76587, 76589-76592, 76693-76700, 76704-76708, 76712-76717, 76719, 76720, 76722, 76724, 76727, 76729-76731, 76736, 76738, 76742, 76743, 76746, 76748, 76758, 76760, 76766-76770, 76775-76839, 76858, 76863, 76864, 76866, 76867, 76870, 76871, 76875, 76878-76880, 76882-76961, 76963, 76964, 76966, 76968-76971, 76973-76977, 76981, 76982.

Prefix TXNW: 47200-47249, 47252-47268, 47279-47281, 47284-47302, 47307, 47308, 47335-47367, 47369-47371, 47373-47399.

Purchase Agreement: XTRA, Inc. Equipment Purchase Order E-2064, dated November 3, 1979, accepted November 3, 1979 by Railcar Division of Portec, Inc.

2. Manufacturer: Richmond Tank Car Company

Number of Cars: 516

Identifying Marks: (series numbers both inclusive)

Prefix TXNW: 47000-47199, 47250, 47251, 47269-47278, 47282, 47283, 47303-47306, 47309-47317, 47319-47334, 47368, 47372.

Prefix XTRX: 75958-75973, 75975-76008, 76010-76024, 76026-76032, 76033-76070, 76072-76082, 76191, 76192, 76195, 76197, 76199-76204, 76208-76210, 76213, 76215-76218, 76220, 76223, 76225, 76228, 76230, 76231, 76238, 76250, 76251, 76253-76258, 76260-76262, 76264, 76266, 76267, 76269, 76270, 76274, 76276, 76279, 76281, 76287, 76288, 76290, 76294, 76297-76300, 76303-76305, 76308-76310, 76312-76317, 76323, 76324, 76327-76329, 76331-76333, 76336, 76338, 76340, 76341, 76343, 76346, 76348, 76352, 76356, 76357, 76359, 76364, 76365, 76368-76370, 76375-76377, 76379, 76386-76388, 76390, 76393-76395, 76397-76400, 76405, 76406, 76409, 76411-76416, 76419, 76424, 76426, 76427, 76429, 76430, 76433-76441, 76445, 76446, 76448, 76451, 76453, 76456, 76459-76461, 76464, 76465, 76467, 76468, 76470-76476, 76478, 76482.

Purchase Agreement: Letter order of Itel Corporation, dated November 30, 1978, accepted December 11, 1978, by Richmond Tank Car Company, as amended, and as assigned to XTRA, Inc. pursuant to an Assignment, Assumption of Liabilities and Release Agreement, dated as of October 25, 1979, among Itel Corporation, XTRA, Inc. and Richmond Tank Car Company.

3. Manufacturer: FMC Corporation, Marine and Rail
Equipment Division

Number of Cars: 87

Identifying Marks: (series numbers both inclusive)

Prefix XTRX: 76983-76994, 76996-76999, 77010-77019, 77021-77028 and 77030-77082.

Purchase Agreement: XTRA, Inc. Purchase Order E-2098, dated June 5, 1980, accepted July 11, 1980, by Marine and Rail Equipment Division of FMC Corporation.

AMENDMENT NO. 3 TO INDENTURE OF TRUST,
SECURITY AGREEMENT AND CHATTEL MORTGAGE

REGISTRATION NO. 12867C
JAN 25 1984 4 12 PM
FEDERAL RESERVE SYSTEM
FEDERAL COMMUNICATIONS COMMISSION

This AMENDMENT NO. 3 TO INDENTURE OF TRUST, SECURITY AGREEMENT AND CHATTEL MORTGAGE, dated as of January 2, 1984, amending the Indenture of Trust, Security Agreement and Chattel Mortgage, dated as of February 2, 1981 (the "Original Indenture"), as previously amended by Amendment No. 1 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of March 2, 1981 and by Amendment No. 2 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of December 1, 1982 (the Original Indenture as so amended being sometimes hereinafter referred to as the "Indenture") between Bankers Trust Company, a New York banking corporation, as Loan Trustee (the "Loan Trustee"), and United States Trust Company of New York, a New York corporation, as Trustee (the "Owner Trustee") under and Amended Trust Agreement, dated as of June 15, 1980, as amended and restated by the Amended and Restated Trust Agreement, dated as of February 2, 1981, between General Electric Credit Corporation and said Owner Trustee.

W I T N E S S E T H

WHEREAS, in conformity with the provisions of paragraph (b) of Section 8 of the Equipment Lease Agreement, dated as of July 1, 1980 (the "Original Lease"), as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of July 1, 1980, by Amendment No. 2 to Equipment Lease Agreement, dated as of July 1, 1980, as further amended and restated by the Amendment to and Restatement of Equipment Lease Agreement, dated as of February 2, 1981, and as further amended by Amendment No. 4 to Equipment Lease Agreement, dated as of March 2, 1981 and by Amendment No. 5 to Equipment Lease Agreement, dated as of December 1, 1982 (the Original Lease as so amended and restated being sometimes hereinafter referred to as the "Lease"), between XTRA Leasing, Inc., as lessee (the "Lessee"), and the Owner Trustee, as lessor, it is necessary that the Lessee change the identifying marks on various of the Units (as defined in the Indenture);

WHEREAS, also in conformity with the provisions of said paragraph (b) of Section 8 of the Lease, the Owner Trustee and the Lessee shall, concurrently herewith, enter into Amendment No. 6 to Equipment Lease Agreement, dated as of January 2, 1984, which amendment amends Schedule A of the Lease so as to reflect accurately the change in identification marks on the Units; and

WHEREAS, it is desirable that the indenture also be amended so as to describe accurately the Trust Indenture Estate (as defined in the Indenture) so as to preserve fully the lien of the Indenture;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the Loan Trustee and the Owner Trustee hereby agree that Annex A to the Indenture is amended to read in its entirety as set forth in Exhibit I hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 3 to Indenture of Trust, Security Agreement and Chattel Mortgage to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

UNITED STATES TRUST COMPANY
OF NEW YORK, as Owner Trustee

By: Stephen Jaba
Title: ASSISTANT VICE PRESIDENT

(Seal)

Attest: Louis P. Young
Title: ASSISTANT SECRETARY

BANKERS TRUST COMPANY,
as Loan Trustee

By: Robert J. ...
Title: ASSISTANT VICE PRESIDENT

(Seal)

Attest: Mont
Title: ASSISTANT SECRETARY

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

On this 20 day of January, 1984, before me personally appeared
STEPHEN J. KABA to me personally known, who, being by me
duly sworn, says that he is the ASSISTANT VICE PRESIDENT OF UNITED STATES TRUST
COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument
is the corporate seal of said corporation, and that said instrument was signed
and sealed on behalf of said corporation by authority of its Board of
Trustees, and he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

FEDERICO C. SANTOS
Notary Public, State of New York
No. 41-4691650
Qualified in Queens County
Commission Expires March 30, 1985

My commission expires:

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

On this 25th day of January, 1984, before me personally appeared
B. Palamino to me personally known, who, being by me duly
sworn, says that he is the ASSOCIATE VICE PRESIDENT of BANKERS TRUST
COMPANY, that one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, and that said instrument was signed and
sealed on behalf of said corporation by authority of its Board of Trustees,
and he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.



Notary Public

[Notarial Seal]

PHYLLIS A. SCHIFFMAN
Notary Public, State of New York
No. 39-482590
Qualified in New York County
Commission Expires March 20, 1985

My commission expires:

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