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AMENDMENT AGREEMENT dated as of September 21, 1984
between RAILEASE Inc ("Company") and THE CONNECTICUT
BANK AND TRUST COMPANY, N.A., as Trustee ("Trustee")
under an Equipment Trust Agreement dated as of
June 30, 1980 between the Company and the Trustee.

WHEREAS the Trustee and Company have entered into an Equipment
Trust Agreement (as heretofore amended, the "Trust Agreement") dated
as of June 30, 1980 (RAILEASE Inc Equipment Trust 1980 Series 1); and

WHEREAS the Trust Agreement was filed with the Interstate
Commerce Commission pursuant to 49 U.S.C. §11303 on June 17, 1980 at
10:30 a.m., and assigned recordation number 12012; and

WHEREAS all Trust Certificates issued under the Trust Agreement
have been paid in full and the Company desires to release all units
of Trust Equipment referred to in the Trust Agreement, and to provide
for termination of the Trust Agreement; and

WHEREAS the Company has requested the Trustee to execute this
Amendment Agreement; and

NOW, THEREFORE, in consideration of the mutual covenants and
agreements herein contained, the parties agree as follows:

1. The lease of the Trust Equipment by the Trustee to the
Company under the Trust Agreement is hereby terminated, and title to
each unit of the Trust Equipment is hereby vested in the Company free
and clear of any interest therein of the Trustee.
2. Schedule A to the Trust Agreement is hereby deleted and
restated in its entirety as shown in Exhibit A hereto.
3. The Company will promptly cause this Amendment Agreement to
be filed in accordance with the provisions of Section 7.04 of the
Trust Agreement.
4. Except as previously amended and as further amended hereby,
the Trust Agreement shall remain unaltered and in full force and
effect; provided, however, that upon payment by the Company to the
Trustee of any expenses or compensation due the Trustee, and upon
payment to the Company of any monies remaining in the hands of the
Trustee under the Trust Agreement, the Trust Agreement shall
thereupon terminate.
5. This Amendment Agreement may be executed in any number of
counterparts, and such counterparts together shall constitute a
single instrument. It shall not be necessary that any counterpart be
signed by all the parties if each party shall sign at least one
counterpart.

IN WITNESS WHEREOF, the parties hereto have 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 above written.

RAILEASE Inc

[Corporate Seal]

By *Robert S. Cheney*
Chairman and President

Attest:

S. Marquiter
Secretary

THE CONNECTICUT BANK AND TRUST
COMPANY, N.A., Trustee

[Corporate Seal]

By *[Signature]*
Authorized Officer

Attest:

[Signature]
Authorized Officer

STATE OF WASHINGTON)
) ss:
COUNTY OF KING)

On this 25th day of September, 1984, before me personally appeared R. W. Dickey, to me personally known, who being by me duly sworn, says that he is Chairman and President of RAILEASE Inc, 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 Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Mary E. By
Notary Public

My Commission Expires December 31, 1985

STATE OF CONNECTICUT)
) ss:
COUNTY OF HARTFORD)

On this 26th day of September, 1984, before me personally appeared V. Kreuscher, who being by me duly sworn, says he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, N.A., that one of the seals affixed to the foregoing instrument is the seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its By-Laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Patty A. Lynch
Notary Public

My Commission Expires **PATTY A. LYNCH**
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1987

Exhibit A to
Amendment Agreement
Dated as of September 21, 1984

SCHEDULE A

Description of Trust Equipment

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Car Numbers (all inclusive)</u>
None*	None*	None*	None*	None*

*All Trust Equipment is deleted and released from the Equipment Trust Agreement.