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RECORDATION NO. 13032-B Filed 1425

OCT 15 1981 12 40 PM

PARTNERS IN WASHINGTON, D.C. OFFICE FORMERLY MEMBERS OF: INTERSTATE COMMERCE COMMISSION
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1-208A100

HAND DELIVERED

No. October 15, 1981

OCT 15 1981

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Date.....

Fee \$ 10.00

Gentlemen:

ICC Washington, D. C.

Pursuant to the provisions of Section 20c of the Interstate Commerce Act as amended, and the regulations of the Interstate Commerce Commission promulgated thereunder, we are transmitting for filing and recording four (4) executed counterparts of the following document:

Amendment of Lease Agreement dated as of July 1, 1981 between RAILROAD CAR ENTERPRISES, Lessor, and BURLINGTON NORTHERN RAILROAD COMPANY, Lessee, together with the Assignee's acknowledgement and consent dated October 5, 1981 by SUN LIFE INSURANCE COMPANY OF AMERICA.

The names and addresses of the parties to the transactions are listed below:

Railroad Car Enterprises (Lessor)
Suite 955
7313 Wisconsin Avenue
Bethesda, Maryland 20014

Burlington Northern Railroad
Company (Lessee)
111 Third Avenue
Seattle, Washington 98101

FEE OF \$10.00

OCT 15 12 34 PM '81

RECEIVED

Sanford J. ...
...

Office of the Secretary
October 15, 1981
Page Two

RECORDATION NO. Filed 1425

OCT 15 1981 12 40 PM

INTERSTATE COMMERCE COMMISSION

Sun Life Insurance Company
of America (Assignee)
20 South Charles Street
Baltimore, Maryland 21201

A general description of the equipment covered by the enclosed Amendment of Lease Agreement is 4 Tri-Level Auto Racks equipped for General Motors Service.

The above-identified document is an amendment to an original Lease and Assignment of Lease recorded with the Interstate Commerce Commission on April 1, 1981 and assigned recordation numbers 13032 and 13032-A.

Please accept for recordation one (1) counterpart of the enclosed document, stamp the remaining three (3) counterparts with the appropriate recordation number and return them with your fee receipt and letter confirming receipt to my delivering messenger.

The filing and recordation fee in the amount of Ten Dollars (\$10.00) is submitted herewith.

Very truly yours,



ROBERT G. HALL
For the Firm

RGH:kmh
Encl.

cc: Joseph D. Tydings, Esquire
Wayne K. Johnson, Esquire

Interstate Commerce Commission
Washington, D.C. 20423

10/15/81

OFFICE OF THE SECRETARY

**Robert G. Hall, Atty.
Finley Kumble, Wagner, Heine
Underberg & Casey
1120 Conn. Ave. N.W.
Washington, D.C. 20036**

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 **10/15/81** at **12:40pm** and assigned re-
recording number(s). **13032-B**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

OCT 15 1981 12:40 PM

Amendment of Lease Agreement INTERSTATE COMMERCE COMMISSION

AMENDMENT OF LEASE AGREEMENT (hereinafter referred to as the "Amendment") made as of July 1, 1981 by and between RAILROAD CAR ENTERPRISES (hereinafter referred to as the "Lessor"), a general partnership organized and existing under the laws of the State of Maryland with offices at Bethesda, Maryland and BURLINGTON NORTHERN RAILROAD COMPANY (formerly Burlington Northern, Inc. and hereinafter referred to as the "Lessee"), with offices in St. Paul, Minnesota.

W I T N E S S E T H :

WHEREAS, the Lessor and the Lessee have entered into a Lease Agreement (hereinafter referred to as the "Lease Agreement") dated February 1, 1981 for the lease of Fifty (50) tri-level Auto Racks; and

WHEREAS, the Lease Agreement provides that no Auto Racks would be accepted by the Lessee after June 30, 1981; and

WHEREAS, a total of only forty-six (46) Auto Racks were delivered to and accepted by the Lessee prior to July 1, 1981; and

WHEREAS, the Lessor and the Lessee wish to provide for delivery of the additional four (4) Auto Racks included in the Lease Agreement; and

WHEREAS, the Lessor and the Lessee wish to amend the Lease Agreement;

NOW, THEREFORE, in consideration of the premises and of the mutual promises and covenants hereinafter set forth to be kept and performed by the parties, the Lease Agreement is amended as hereinafter set forth:

1. The Lessor will cause each of the four (4) additional Auto Racks to be delivered to the Paragon Division of Portec, Inc. located at 44000 Grand River, Novi, Michigan 48050 on or before September 30, 1981.

2. The Lessee agrees to pay to the Lessor, as rental for each such Auto Rack delivered after June 30, 1981 but before October 1, 1981, 30 consecutive quarterly payments of \$1,315.00 payable on October 1, January 1, April 1, and July 1 in each year, commencing with October 1, 1981. No interim rental payment shall be due from Lessee with respect to any such Auto Rack delivered after June 30, 1981 for the period between its date of acceptance by Lessee and October 1, 1981.

3. Except as herein specifically amended, all the terms and conditions of the original lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

WITNESS:

RAILROAD CAR ENTERPRISES

Scott M. Heppert By [Signature]
General Partner

ATTEST:

BURLINGTON NORTHERN RAILROAD COMPANY

[Signature] By [Signature]
Vice President

[Corporate Seal]

DISTRICT OF COLUMBIA)
) ss:
CITY OF WASHINGTON)

On this *24th* day of *August*, 1981, before me personally appeared Joseph D. Tydings, to me personally known, who being by me duly sworn, says that he is the Managing Partner of RAILROAD CAR ENTERPRISES, that the foregoing instrument was signed on behalf of said Partnership and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Partnership.

Louetta B. Hyppert
Notary Public

My Commission Expires: *4/30/85*.

STATE OF WASHINGTON)
)
COUNTY OF KING) ss:

On this 31th day of August , 1981, before me personally appeared R.C. Burton Jr, to me personally known, who, being by me duly sworn, says that he is a Vice-President of BURLINGTON NORTHERN RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, 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.


Notary Public

My Commission Expires: 3-10-84

ASSIGNEE'S ACKNOWLEDGEMENT AND CONSENT

The undersigned, Sun Life Insurance Company of America (the "Assignee") as the assignee of a Lease Agreement dated February 1, 1981 by and between Railroad Car Enterprises (the "Lessor") and Burlington Northern Railroad Company (formerly Burlington Northern Inc. and hereinafter referred to as the "Lessee") hereby acknowledges notice of and hereby consents to the foregoing Amendment of Lease Agreement dated as of July 1, 1981 by and between the Lessor and the Lessee.

The Assignee further agrees that the execution and implementation of the aforesaid Amendment of Lease Agreement will not result in a default under the terms of (i) the Financing and Security Agreement dated December 6, 1976 by and between the Lessor and the Assignee, (ii) the Conditional Sales Contract dated December 6, 1976 by and between the Lessor and Whitehead and Kales Company which was subsequently assigned to the Assignee, and (iii) the Secured Note in the amount of \$2,872,972.00 dated December 6, 1976 from the Lessor, as maker, to Whitehead and Kales Company, which was subsequently assigned to the Assignee.

This Acknowledgement and Consent shall be binding upon the Assignee and its successors and assigns.

ATTEST:

SUN LIFE INSURANCE COMPANY
OF AMERICA



David A. Leonard, Esquire
Vice President-General Counsel

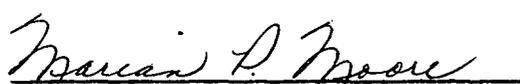
[Corporate Seal]

By 
Robert K. Jenkins
Vice President-Investments

Date: October 5, 1981

STATE OF GEORGIA)
)
COUNTY OF FULTON) ss:

On this 5th day of October, 1981, before me personally appeared Robert K. Jenkins, to me personally known, who, being by me duly sworn, says that he is Vice President-Invest. of SUN LIFE INSURANCE COMPANY OF AMERICA, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, 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.


Notary Public

My Commission Expires: Notary Public, Georgia, State at Large
My Commission Expires Oct. 22, 1982