

RAILEASE

Inc
Business Center Building
P.O. Box 1518
Bellevue, Washington 98009
Telephone (206)455-7400

RECEIVED

MAY 19 11 47 AM '82

RECORDATION NO. 12767-2

MAY 19 1982 10 55 AM 11, 1982

I.C.C.
FEE OPERATION DEPARTMENT
INTERSTATE COMMERCE COMMISSION

MAY 19 1982

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

2-139A048

No. []
Date.....
Fee \$ 10.00
ICC Washington, D. C.

Re: RAILEASE Inc Equipment Trust
1980 Series 3 - Amendment Agreement

Madam:

In accordance with the provisions of 49 U.S.C. < 11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Amendment Agreement to an Equipment Trust Agreement, relating to railroad cars used or intended for use in connection with interstate commerce, as follows:

Eight (8) executed counterparts of an Amendment Agreement dated as of May 11, 1982 to an Equipment Trust Agreement dated as of September 30, 1980, between THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee, and RAILEASE Inc, a Washington corporation.

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

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on January 14, 1981 at 9:40 AM and assigned recordation number 12767. We request that this Amendment Agreement be assigned the next available letter designation under that primary number.

The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement changes the road numbers of cars WGRR 2051, 2067 and 2095 under the Equipment Trust Agreement to D&RGW 2051, 2067 and 2095, respectively.

Enclosed is a check in the amount of \$10.00 to cover the ICC recordation fee.

Dana C Sady
[Signature]

You are hereby requested to return seven executed counterparts of the Amendment Agreement and this letter with filing data recorded thereon, following recordation, to the representative of Messrs. Howrey & Simon who, as agent for RAILEASE Inc, is delivering this letter and said enclosures to you.

Very truly yours,

RAILEASE Inc

By 
R. W. Dickey
President

EXHIBIT A

Description of Trust Equipment

RAILEASE Inc Equipment Trust 1980 Series 3
As Amended by Amendment Agreement dated as of May 11, 1982

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Initials & Car Numbers (all inclusive)</u>
94	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	WGRR 2000 - 2050 WGRR 2052 - 2055 WGRR 2058 - 2066 WGRR 2068 - 2074 WGRR 2076 - 2094 WGRR 2096 - 2099
100	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	TOE 4000 - 4099
15	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	MSV 485 - 499
50	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1301 - 1350
150	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1101 - 1250
3	PACCAR Inc PC-711	59 ft 11 in IL 100 ton Bulkhead Flat Cars	FB or FBS	D&RGW 2056, 2057, 2075
3	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	D&RGW 2051, 2067, 2095

Interstate Commerce Commission

Washington, D.C. 20423

5/19/82

OFFICE OF THE SECRETARY

R.W. Dickey, Pres.
Raillease Inc.
Business Center Building
P.O.Box 1518
Bellevue, Washington, D.C. 98009

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 **5/19/82** at **11:55am**, and assigned re-
recording number(s) **12767-D & 12767-E**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

MAY 19 1982

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of May 11, 1982,
between RAILEASE Inc ("Company") and THE CONNECTICUT
BANK AND TRUST COMPANY, as Trustee ("Trustee") under
an Equipment Trust Agreement dated as of September 30,
1980 between the Company and the Trustee.

WHEREAS the Trustee and Company have entered into an Equipment
Trust Agreement (the "Trust Agreement") dated as of September 30, 1980
(RAILEASE Inc Equipment Trust 1980 Series 3);

WHEREAS the Trust Agreement was filed with the Interstate Commerce
Commission pursuant to 49 U.S.C. $\<$ 11302 on January 14, 1981 at 9:40 AM, and
assigned recordation number 12767; and the Trust Agreement was subsequently
amended by Amendment Agreement dated as of February 26, 1982, filed with the
Interstate Commerce Commission on March 3, 1982 at 3:15 PM and assigned
recordation number 12767-B;

WHEREAS the Company desires to change the car initials and numbers
of certain units of Trust Equipment referred to in the Trust Agreement, in
connection with lease thereof to a different railroad lessee;

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

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

1. Schedule A to the Trust Agreement is hereby deleted and
restated in its entirety as shown in Exhibit A hereto.
2. The Company will promptly cause this Amendment Agreement to be
filed in accordance with the provisions of Section 7.04 of the Trust
Agreement.
3. Except as previously amended and as further amended hereby, the
Trust Agreement shall remain unaltered and in full force and effect.
4. 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 *W. D. Cheney*
President

Attest:

D. M. Brown
Secretary

SCHEDULE A

Description of Trust Equipment

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Initials & Car Numbers (all inclusive)</u>
94	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	WGRR 2000 - 2050 WGRR 2052 - 2055 WGRR 2058 - 2066 WGRR 2068 - 2074 WGRR 2076 - 2094 WGRR 2096 - 2099
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3	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	D&RGW 2051, 2067, 2095

*Subject to change according to aggregate Cost and available Deposited Cash.