

RAILEASE

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

2-314A045

No. **NOV 10 1982**
Date
Fee \$ **10.00**.....

November 3, 1982

ICC Washington, D. C.

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

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

RECORDATION NO. **12767-6**
NOV 10 1982 - 11 50 AM
INTERSTATE COMMERCE COMMISSION

RECEIVED
NOV 10 11 41 AM '82
I.C.C.
FEE OPERATION BR.

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 November 3, 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 N.E., 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 a.m. 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 2050, 2055, 2064, 2065, 2068, 2069, 2073, 2074, 2076, 2081, 2082, 2083, 2085, 2090, 2096 and 2099 under the Equipment Trust Agreement to ONW 2050, 2055, 2064, 2065, 2068, 2069, 2073, 2074, 2076, 2081, 2082, 2083, 2085, 2090, 2096 and 2099, respectively.

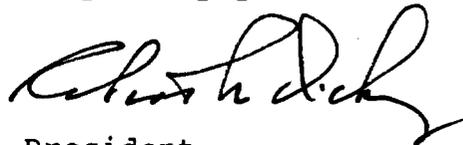
David C Eddy
Counterpart -

Ms. Agatha Mergenovich
November 3, 1982
Page Two

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

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,



President

RWD:hap

Attachments

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

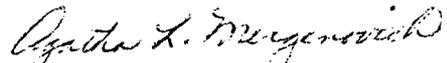
Messrs. Howrey, & Simon
Railease Inc..
Business Center Bldg.
P. O. Box 1518
Bellevue, Washington 98009

November 10, 1982

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 11/10/82 at 11:50AM, and assigned re-
recording number(s). 12767-G

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

AMENDMENT AGREEMENT dated as of November 3, 1980 between RAILEASE Inc ("Company") and THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee ("Trustee") of an Equipment Trust Agreement dated as of September 30, 1980 between the Company and the Trustee.

RECORDED NO. 12767-2
NOV 10 1982 - 11 50 AM
INTERSTATE COMMERCE COMMISSION

WHEREAS the Trustee and Company have entered into an Equipment Trust Agreement (as heretofore amended 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 a.m., and assigned recordation number 12767;

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 Robert L. Dick
President

Attest:

Robert 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> | <u>Initials & Car Numbers (all inclusive)</u> |
|------------------|----------------------|--|---|--|---|
| 100 | PACCAR Inc PC-711 | 60 ft 6 in 100 ton Bulkhead Flat Cars | FB or FBS | WGRR 2000 - 2049 ONW 2050 DRGW 2051 WGRR 2052 - 2054 ONW 2055 DRGW 2056 - 2057 WGRR 2058 - 2063 ONW 2064 - 2065 WGRR 2066 DRGW 2067 ONW 2068 - 2069 WGRR 2070 - 2072 ONW 2073 - 2074 DRGW 2075 ONW 2076 WGRR 2077 - 2080 ONW 2081 - 2083 WGRR 2084 ONW 2085 WGRR 2086 - 2089 ONW 2090 WGRR 2091 - 2094 DRGW 2095 ONW 2096 WGRR 2097 - 2098 ONW 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 | |

*Subject to change according to aggregate Cost and available deposited Cash.
 †New road numbers which may hereafter be assigned to these cars, shown in serial order corresponding to respective current designations.