

RECORDATION NO. 12767-I FILED 1425

RAILEASE

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

DEC 20 1982 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

December 14, 1982

No. 2-354A036

Date DEC 20 1982

Fee \$ 10.00

ICC Washington, D.C.

RECEIVED
I.C.C.
FEE OPERATION BR.
DEC 20 11 48 AM '82

Guaranteed - Dana C. Slay

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

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 December 14, 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 initials from WGRR to ONW for cars with the following numbers: 2052, 2058, 2060, 2062, 2063, 2066, 2070, 2071, 2078, 2079, 2080, 2084, 2086, 2087, 2088, 2089, 2092, 2093, 2097, and 2098.

Ms. Agatha Mergenovich
December 14, 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:lch

Attachments

SCHEDULE A

Description of Trust Equipment

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

<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 ONW 2052 WGRR 2053 - 2054 ONW 2055 DRGW 2056 - 2057 ONW 2058 WGRR 2059 ONW 2060 WGRR 2061 ONW 2062 - 2066 DRGW 2067 ONW 2068 - 2071 WGRR 2072 ONW 2073 - 2074 DRGW 2075 ONW 2076 WGRR 2077 ONW 2078 - 2090 WGRR 2091 ONW 2092 - 2093 WGRR 2094 DRGW 2095 ONW 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	

*New road numbers which may hereafter be assigned to these cars, shown in serial order corresponding to respective current designations.

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

December 20, 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 12/20/82 at 11:55AM and assigned re-
recording number(s). 12767-I

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 12767-I
DEC 20 1982 - 11:00 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of December 14, 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 (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 *W. D. Dickey*
President

Attest:

Om Brown
Secretary

SCHEDULE A

Description of Trust Equipment

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*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.