

RECORDATION NO. 12767-K Filed 1425  
 RECORDATION NO. 12767-L Filed 1425  
 MAR 1 - 1983 - 3 00 PM  
 MAR 1 - 1983 - 3 00 PM  
 HOWARD STATE & SIMON  
 1730 PENNSYLVANIA AVENUE, N.W.  
 WASHINGTON, D.C. 20006  
 12021 783-0800  
 INTERSTATE COMMERCE COMMISSION  
 3-(60A201

MARK D. WEGENER  
 (202) 383-7048

March 1, 1983

No. MAR 1 1983  
 Date.....  
 Fee \$ 40.00  
 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,  
Bills of Sale

Madam:

In accordance with the provisions of 49 U.S.C. § 11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation counterparts of the following documents:

- (1) Amendment Agreement, dated as of January 31, 1983, to an Equipment Trust Agreement dated as of September 30, 1980, between THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as Trustee, and RAILEASE Inc, a Washington corporation.
- (2) Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. to PACCAR Inc, releasing certain cars therein described from the Equipment Trust Agreement.
- (3) Bill of Sale from RAILEASE Inc to THE CONNECTICUT BANK AND TRUST COMPANY, N.A. subjecting certain cars described therein to the Equipment Trust Agreement.

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

Counterpart - Dana C Eddy

Ms. Agatha Mergenovich  
March 1, 1983  
Page Two

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 No. 12767. We request that this Amendment Agreement and bills of sale be assigned the next available letter designations under that primary number. Also, please cross-index the Amendment Agreement with the following document filed on January 23, 1981, and assigned Recordation No. 12806:

BRAE Corporation Lease Agreement dated as of July 18, 1980, by and between BRAE Corporation, as Lessor, and SOUTH CENTRAL TENNESSEE RAILROAD, Inc., as Lessee.

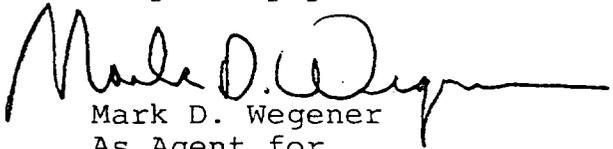
The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement deletes cars CLC 1304, 1306, 1308, 1314, 1315, 1317, 1323, 1324, 1326, 1329, 1337, 1338, 1340, 1345 and 1348 under the Equipment Trust Agreement and substitutes cars SCTR 1205, 1212, 1219, 1220, 1222, 1231, 1235, 1249, 1257, 1261, 1264, 1268, 1271 and 1278 therefor. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of such deleted cars from the Equipment Trust Agreement. The Bill of Sale from RAILEASE Inc. conveys the substituted cars to the Trustee and subjects these cars to the Equipment Trust Agreement.

The Amendment Agreement also now permits car numbers WGRR 2025-2038 to be hereafter renumbered to road numbers ONW 2025-2038, respectively, while remaining subject to the Equipment Trust Agreement.

Enclosed is a check in the amount of \$40.00 to cover the ICC recordation and cross-indexing fees.

Please retain one counterpart of the above-described documents for your files and return the remaining counterparts, with the filing data recorded thereon, to the bearer of this letter.

Very truly yours,

  
Mark D. Wegener  
As Agent for  
RAILEASE Inc.

Attachments

SCHEDULE A

Exhibit A  
to  
Amendment Agreement  
Dated as of January 31, 19

Description of Trust Equipment

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Initials &amp; Car Numbers (all inclusive)</u>	<u>Initials &amp; Car Numbers (all inclusive)</u>
100	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	WGRR 2000 - 2024 WGRR 2025 - 2038 WGRR 2039 - 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	ONW 2025 - 203
10	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	TOE 4000 - 4099	
5	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	MSV 485 - 499	

SCHEDULE A (Continued).  
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Quantity*	Specification	Description	AAR Mechanical Designation	Initials & Car Numbers (all inclusive)	Initials & Car Numbers (all inclusive)
35	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1301 - 1303, 1305, 1307, 1309 - 1313, 1316, 1318 - 1322, 1325, 1327 - 1328, 1330 - 1336, 1339, 1341 - 1344, 1346 - 1347, 1349 - 1350	
50	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1101 - 1250	
14	PACCAR Inc PC-725	66 ft 6000 cubic ft chip hopper bottom dump cars	HT	SCTR 1205, 1212, 1219 - 1220, 1222, 1231, 1235, 1249, 1257, 1261, 1264, 1268, 1271, 1278,	

\*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.

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

OFFICE OF THE SECRETARY

Mark D. Wegener  
Howrey & Simon  
1730 Pennsylvania Ave. N. W/  
Washington, D. C. 20006

March 1, 1983

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 3/1/83 at 3:00PM, and assigned re-  
recording number(s). 12767-J, 12767-K, & 12767-L

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 12767-K  
Filed 1/25

MAR 1 - 1983 - 3 00 PM  
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

The Connecticut Bank and Trust Company, N.A., as Trustee under Equipment Trust Agreement 1980 Series 3 dated as of September 30, 1980 between Trustee and RAILEASE Inc ("Trustee") in consideration of the sum of ONE DOLLAR (\$1.00) to it paid and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto PACCAR Inc, a Delaware Corporation, Transferee, all right, title and interest of the Trustee in and to the following railroad equipment:

<u>Quantity</u>	<u>Type</u>	<u>Railroad Nos.</u>
15	60' 6" 100 ton Bulkhead Flat Car	CLC 1304, 1306, 1308, 1314, 1315, 1317, 1323, 1324, 1326, 1329, 1337, 1338, 1340, 1345, 1348

which equipment (the "Equipment") has been heretofore owned by Trustee as Trustee under said Equipment Trust Agreement.

TO HAVE AND TO HOLD all and singular the aforesaid interests in the Equipment to said Transferee, and its respective successors and assigns, for its and their own use and behoof forever.

This Bill of Sale relinquishes all rights of the Trustee in and to the Equipment herein described, and releases said Equipment from all terms and provisions of said Equipment Trust Agreement.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed as of this 1st day of ~~February~~ March, 1983.

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

(Seal)

By: [Signature]  
Title: Authorized Officer

ATTEST:

By: [Signature]  
Authorized Officer

STATE OF CONNECTICUT )  
  ) ss.:  
COUNTY OF HARTFORD )

On this 1<sup>st</sup> day of February, 1983, before me personally appeared M.T. Risler, 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 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]

[Signature]  
Notary Public

My Commission Expires

PATTY A. LYNCH  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1987