

4-138A050

RAILEASE

No. **MAY 17 1984**
Date
Fee \$ 10.00.....

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

ICC Washington, D. C.

April 23, 1984

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

RECORDED
MAY 17 3 35 AM '84
FEE OPERATION RR.
D.C.
12767
RECORDATION NO. Filed 1425
MAY 17 1984 3 40 PM
INTERSTATE COMMERCE COMMISSION

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 April 23, 1984, 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 2000-2024, 2039-2049, 2053, 2054, 2059, 2072, 2077, 2081, 2091, 2094, and DRGW 2051, 2056, 2057, 2067, 2075, 2095 to LRWN 9001-9050.

Ms. Agatha Mergenovich
April 23, 1984
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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 attention of

John J. Waggoner
PACCAR Inc
P.O. Box 1518
Bellevue, WA 98009

Should you have questions about this request, please call Mr. Waggoner at (206) 453-5898.

Very truly yours,



President

RWD:kw

Attachments

SCHEDULE A

Description of Trust Equipment

RAILEASE Inc Equipment Trust 1980 Series 3
As Amended by Amendment Agreement dated as of April 23, 1984

Quantity*	Specification	Description	AAR Mechanical Designation	Initials & Car Numbers (all inclusive)	Initials+ & Car Numbers (all inclusive)
100	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	WGRR 2000 - 2049 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	LRWN 9001-9050 ONW 2025-2038 ONW 2050 ONW 2052 ONW 2055 ONW 2058 ONW 2060-2066 ONW 2068-2071 ONW 2073-2074 ONW 2076 ONW 2078-2082 ONW 2082-2090 ONW 2092-2093 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	
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	

SCHEDULE A (Continued)
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<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>
				1325	
				1327 - 1328	
				1330 - 1336	
				1339	
				1341 - 1344	
				1346 - 1347	
				1349 - 1350	
150	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	

+New road numbers which may hereafter be assigned to these cars.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

John J. Waggoner
PACCAR Inc.
P.O.Box 1518
Bellevue, WA. 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 **5/17/84** at **3:40pm** and assigned recordation number(s).

12767-N

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

MAY 17 1984 3 40 PM

AMENDMENT AGREEMENT dated as of April 23, 1984 between RAILEASE Inc ("Company") and THE CONNECTICUT COMMERCE COMMISSION BANK AND TRUST COMPANY, N.A., 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. §11303 on January 14, 1981 at 9:40 a.m., and assigned recordation number 12767;

WHEREAS the Company desires to release certain units of Trust Equipment referred to in the Trust Agreement, and to substitute therefor under the Trust Agreement certain other units of railroad equipment;

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.

[Corporate Seal]

RAILEASE Inc
By [Signature]
President

Attest:
[Signature]
Secretary

SCHEDULE A

Description of Trust Equipment

RAILEASE Inc Equipment Trust 1980 Series 3
As Amended by Amendment Agreement dated as of April 23, 1984

<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>
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