

RAILEASE

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

RECORDATION NO. 12767 Filed & Recorded

MAY 18 1987 3-2 5 PM

INTERSTATE COMMERCE COMMISSION

April 17, 1987

7-138A013

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. ~~MAY 18 1987~~

Date _____

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

Fee \$ 10.00
ICC Washington, D.C.

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 Eight (8) executed counterparts of an Amendment Agreement dated as of April 17, 1987 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 addresses of the parties are as follows:

RAILEASE Inc
777 - 106th Avenue N.E.
Bellevue, Washington 98004

THE CONNECTICUT BANK AND TRUST COMPANY
One Constitution Plaza
Hartford, Connecticut 06115

100 OFFICE OF
THE SECRETARY
MAY 18 3 16 PM '87
NOTICE OF FILING UNIT

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 designations 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 LRWN 9004-9005, 9008, 9013, 9016, 9020, 9026, 9028, 9037-9040, 9043-9046 and 9048-9049, all inclusive, under the Equipment Trust Agreement to WCRC 1000, 1003, 1024, 1019, 1025, 1016, 1018, 1007, 1021, 1020, 1023, 1006, 1017, 1004, 1012, 1022, 1005 and 1010 respectively.

Enclosed is a check for \$10 to cover the ICC recordation fees.

Following recordation, you are hereby requested to return seven (7) executed counterparts of the Amendment Agreement and this letter with filing data recorded thereon to the undersigned representative of RAILEASE Inc, who is transmitting this letter and said enclosures to you.

Very truly yours,

RAILEASE Inc

By



J. J. Waggoner
Treasurer

Attachments: Amendment Agreement, 8 Counterparts
Railease Filing Fee Check
Copies of ICC Transmittal Letter

Exhibit A to ICC Transmittal Letter

SCHEDULE A

Exhibit A
to
Amendment Agreement
Dated as of April 17, 1987

Description of Trust Equipment

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Current Initials & Car Numbers (all inclusive)</u>	<u>New Initials & Car Numbers (all inclusive)†</u>
50	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	ONW 2025-2038 ONW 2050 ONW 2052 ONW 2055 ONW 2058 ONW 2060 ONW 2062-2066 ONW 2068-2071 ONW 2073 ONW 2074 ONW 2076 ONW 2078 ONW 2079-2090 ONW 2092 ONW 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 1325 1327-1328 1330-1336 1339 1341-1344 1346-1347 1349-1350	

SCHEDULE A (Continued)
Page Two

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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	
50	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	LRWN 9001 LRWN 9002 LRWN 9003 LRWN 9004 LRWN 9005 LRWN 9006 LRWN 9007 LRWN 9008 LRWN 9009 LRWN 9010 LRWN 9011 LRWN 9012 LRWN 9013 LRWN 9014 LRWN 9015 LRWN 9016 LRWN 9017 LRWN 9018 LRWN 9019 LRWN 9020 LRWN 9021 LRWN 9022 LRWN 9023 LRWN 9024 LRWN 9025 LRWN 9026 LRWN 9027 LRWN 9028 LRWN 9029 LRWN 9030 LRWN 9031 LRWN 9032	WCRC 1000 WCRC 1003 WCRC 1024 WCRC 1019 WCRC 1025 WCRC 1016 WCRC 1018 WCRC 1007

SCHEDULE A (Continued)
 Page Three

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				LRWN 9033	
				LRWN 9034	
				LRWN 9035	
				LRWN 9036	
				LRWN 9037	WCRC 1021
				LRWN 9038	WCRC 1020
				LRWN 9039	WCRC 1023
				LRWN 9040	WCRC 1006
				LRWN 9041	
				LRWN 9042	
				LRWN 9043	WCRC 1017
				LRWN 9044	WCRC 1004
				LRWN 9045	WCRC 1012
				LRWN 9046	WCRC 1022
				LRWN 9047	
				LRWN 9048	WCRC 1005
				LRWN 9049	WCRC 1010
				LRWN 9050	

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

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

Interstate Commerce Commission
Washington, D.C. 20423

5/19/87

OFFICE OF THE SECRETARY

J.J. Waggoner
Treasurer
Railease, Inc.
Business Center Building
P.O.Box 1518
Bellevue, Washington 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 5/18/87 at 3:25pm, and assigned re-
recording number(s). 12767-0

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

REGISTRATION NO. 12767-0
MAY 18 1987 3-25 PM
INTERSTATE COMMERCE COMMISSION
Filed & Records

AMENDMENT AGREEMENT dated as of April 17, 1981 between RAILEASE Inc ("Company") and THE CONNECTICUT BANK AND 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. §11303 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 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

By Robert D. Chy
President

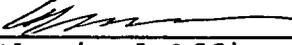
[Corporate Seal]

Attest:

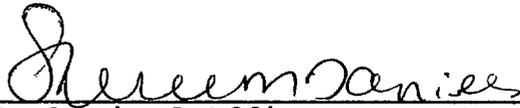
W. Marquiter
Secretary

THE CONNECTICUT BANK AND
TRUST COMPANY, Trustee

[Corporate Seal]

By 
Authorized Officer

Attest:


Authorized Officer

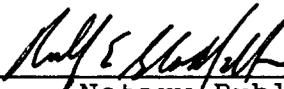
STATE OF WASHINGTON)

) ss.:

COUNTY OF KING)

On this 17 day of April, 1987, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is President of RAILEASE Inc, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]


Notary Public

My Commission Expires

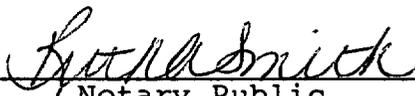
STATE OF CONNECTICUT)

) ss.:

CITY OF HARTFORD)

On this 13th day of MAY, 1987, before me personally appeared V. Kreuzer, who being by me duly sworn, says he is an Authorized Officer of the CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said Corporation and that said instrument was signed and sealed on behalf 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]


Notary Public

My Commission Expires

RUTH A. SMITH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1989

SCHEDULE A

Exhibit A
to
Amendment Agreement
Dated as of April 17, 1987

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