

S. Denny

RAILEASE

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

RECORDATION NO 12767-S FILED 1425

9-325A019

NOV 21 1989 -1 05 PM

INTERSTATE COMMERCE COMMISSION

November 20 1989

RECORDATION NO 12767-R FILED 1425

NOV 21 1989 -1 05 PM

INTERSTATE COMMERCE COMMISSION

NOV 21 12 51 PM '89
NOTICE OPERATING UNIT

Ms. Noretta McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attn: Ms. Mildred Lee
Room 2303

Re: RAILEASE Inc Equipment Trust
1980 Series 3 - Amendment Agreement, Bill 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 an Amendment Agreement and Bill of Sale pertaining to an Equipment Trust Agreement relating to railroad cars used or intended for use in connection with interstate commerce, as follows:

- (1) Seven (7) executed counterparts of an Amendment Agreement, dated as of November 17, 1989, 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) Five (5) executed counterparts of a Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. to Railease Inc, releasing certain cars therein described from 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 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 and The Bill of Sale be assigned the next available letter designations under that primary number.

Also, please cross-index the Amendment Agreement with the following documents:

- a) Lease Assignment, Assumption and Supplement Agreement, dated as of November 13, 1979, among Brae Corporation, as lessor-

Ms. Noretta McGee
November 20, 1989
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assignor, RAILEASE Inc, as assignee, and Columbia & Cowlitz Railway Company, as Lessee.

Filed October 14, 1980 at 1:40 p.m. Recordation No. 11498-0

- b) Lease Assignment, Assumption and Supplement Agreement, dated as of October 22, 1980 among Brae Corporation, as lessor-assignor, RAILEASE Inc, as assignee, and Mississippi and Skuna Valley Railway Company, as Lessee.

Filed December 4, 1980 at 5 p.m. Recordation No. 9875-AA

- c) Lease Assignment, Assumption and Supplement Agreement, dated as of October 9, 1980 among Brae Corporation, as lessor-assignor, RAILEASE Inc, as assignee, and Texas, Oklahoma and Eastern Railway Company, as Lessee.

Filed November 3, 1980 at 11:55 a.m. Recordation No. 12381-A

- d) Lease Assignment, Assumption and Supplement Agreement, dated as of January 13, 1981 among Brae Corporation, as lessor-assignor, RAILEASE Inc, as assignee, and South Central Tennessee Railway Company, as Lessee.

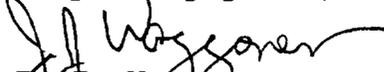
Filed January 23, 1981 at 3:45 p.m. Recordation No. 12806-A

The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement deletes all cars from the Equipment Trust Agreement. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of all cars from the Equipment Trust Agreement.

Enclosed is a check in the amount of \$75 to cover the ICC recordation fees.

You are hereby requested to return to the undersigned all remaining executed counterparts of the Amendment Agreement, Bill of Sale and this letter with filing data recorded thereon, promptly following recordation.

Very truly yours,


J. J. Waggoner
President

JJW:dl

Attachments

cc: Robert Corber, Esq.
P. E. Gladfelter
J. Scantling, Esq.

SCHEDULE A

Description of Trust Equipment

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Car Numbers (all inclusive)</u>
None*	None*	None*	None*	None*

*All Trust Equipment is deleted and released from the Equipment Trust Agreement.

Interstate Commerce Commission
Washington, D.C. 20423

11/26/89

OFFICE OF THE SECRETARY

J.J. Waggoner
President
RaileaseInc.
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 11/21/89 at 1:05pm and assigned recordation number(s). 12767-R & 12767-S

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

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INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of November 17, 1989 between RAILEASE Inc ("Company") and THE CONNECTICUT 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); and

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; and

WHEREAS, the Company has deposited cash with the Trustee in the amount of the fair value of all units of Trust Equipment, and the Company desires to release all units of Trust Equipment referred to in the Trust Agreement; and

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 agree as follows:

1. The lease of the Trust Equipment by the Trustee to the Company under the Trust Agreement is hereby terminated, and title to each unit of the Trust Equipment is hereby vested in the Company free and clear of any interest therein of the Trustee.

2. Schedule A to the Trust Agreement is hereby deleted and restated in its entirety as shown in Exhibit A hereto.

3. The Company will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 7.04 of the Trust Agreement.

4. Except as previously amended and as further amended hereby, the Trust Agreement shall remain unaltered and in full force and effect.

5. 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 J. Wagon
President

Attest:

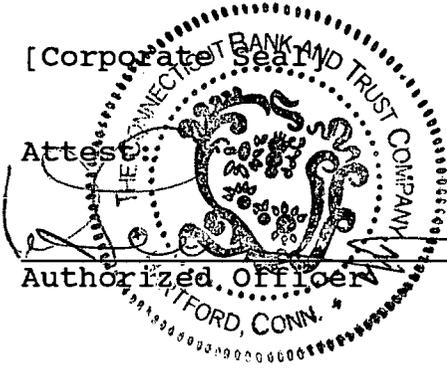
Marpenter
Secretary

THE CONNECTICUT BANK AND TRUST COMPANY, Trustee

[Corporate Seal]

By V. Clark
Authorized Officer

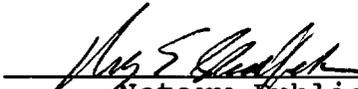
Attest:


[Signature]
Authorized Officer

STATE OF WASHINGTON)
) ss.:
COUNTY OF KING)

On this 15th day of November, 1989, before me personally appeared J. J. Waggoner, 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]



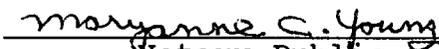
Notary Public

My Commission Expires 7/1/90

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

On this 20th day of November, 1989, before me personally appeared V. Gluni, who being by me duly sworn, says (s)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 (s)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

MARYANNE C. YOUNG
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

SCHEDULE A

Description of Trust Equipment

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Car Numbers (all inclusive)</u>
None*	None*	None*	None*	None*

*All Trust Equipment is deleted and released from the Equipment Trust Agreement.