

MORGAN, LEWIS & BOCKIUS

PHILADELPHIA
WASHINGTON
LOS ANGELES

COUNSELORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178

MIAMI
HARRISBURG
LONDON

TELEPHONE: (212) 309-6000

CABLE ADDRESS: MORLEBOCK

TELEX: 64-5371

MICHAEL J. TARPLEY
DIAL DIRECT (212) 309-6084

RECORDATION NO. 14436

DEC 28 1984 - 10 15 AM

December 28, 1984

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 14436

Filed 1425

Secretary
Interstate Commerce Commission
Washington, DC 20423

DEC 28 1984 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary:

As attorneys for DeannWitter Rail Investors Limited Partnership, we have enclosed two original sets and two photocopied sets of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

These documents are, within the classification scheme promulgated as 49 C.F.R. §1177.1, as follows:

- (1) a Lease Supplement No. 3, dated December 28, 1984, to a Lease of Railroad Equipment dated as of August 15, 1984, which Lease was filed and recorded with the ICC on September 28, 1984, and assigned recordation number 14436; Lease Supplement No. 1 was filed and recorded on the same date and assigned recordation number 14436-A, and Lease Supplement No. 2 was filed and recorded on October 31, 1984 and assigned recordation number 14436-E. Lease Supplement No. 3 is a secondary document.
- (2) a Supplement No. 3, dated as of December 28, 1984, to a Trust and Security Agreement dated as of August 15, 1984, which Agreement was filed and recorded with the ICC on September 28, 1984, and assigned recordation number 14436-B; Supplement No. 1 was filed and recorded on the same date and assigned recordation number 14436-C, and Supplement No. 2 was filed and recorded on October 31, 1984 and assigned recordation number 14436-D. Supplement No. 3 is a secondary document .

A description of the additional equipment covered by such documents follows:

Seventy-nine (79) rail tank cars manufactured by Union Tank Car Company, 17,500 gallon capacity each, of AAR Mechanical

Concurrence - Michele Mulder

MORGAN, LEWIS & BOCKIUS

Description "T-104" and DOT Specification "111A100W3", bearing the following numbers to identify Cargill, Incorporated as the lessee thereof:

CRGX 4001
CRGX 4036
CRGX 4049
CRGX 4050
CRGX 4054
CRGX 4055
CRGX 4058
CRGX 4064
CRGX 4066
CRGX 4120
CRGX 4123
CRGX 4126
CRGX 4129 - 4152 (inclusive)
CRGX 4154 - 4156 (inclusive)
CRGX 4159
CRGX 4161 - 4166 (inclusive)
CRGX 4168 - 4172 (inclusive)
CRGX 4174 - 4178 (inclusive)
CRGX 4180 - 4183 (inclusive)
CRGX 4186 - 4189 (inclusive)
CRGX 4191 - 4193 (inclusive)
CRGX 4196 - 4200 (inclusive)
CRGX 4203
CRGX 4214
CRGX 4221
CRGX 4224
CRGX 4227
CRGX 4229
CRGX 4233

A fee of \$.00 is enclosed. Please return the originals of each document and any extra copies not needed for recordation to the person presenting this letter and its enclosures for filing.

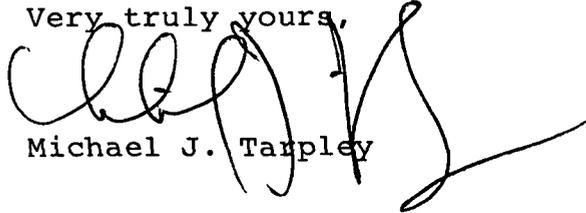
A short summary of each document to appear in the index follows:

- (1) Lease Supplement No. 3 to a Lease between DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, lessor, and CARGILL, INCORPORATED, lessee, dated December 28, 1984 and leasing 79 additional rail tank cars to the lessee under the Lease.

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- (2) Supplement No. 3 to the Security Agreement between DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, owner, and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, trustee, dated as of December 28, 1984 and subjecting 79 additional rail tank cars to the Security Agreement.

Very truly yours,

A handwritten signature in black ink, appearing to read "Michael J. Tarpley", written over the typed name below.

Michael J. Tarpley

Interstate Commerce Commission
Washington, D.C. 20423

12/28/84

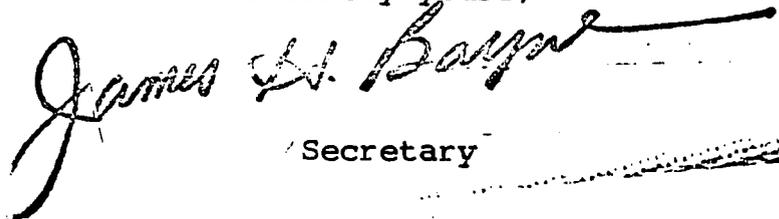
OFFICE OF THE SECRETARY

Michael J. Tarpley
Morgan Lewis & Bockius
101 Park Ave
New York, N.Y. 10178

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 12/28/84 at 10:15am and assigned re-
recording number(s). 14436-E & 14436-F

Sincerely yours,


Secretary

Enclosure(s)

DEC 28 1984 10 11 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3 TO TRUST AND SECURITY AGREEMENT

This Supplement No. 3 is dated as of December 28, 1984 and is entered into by Dean Witter Rail Investors Limited Partnership (the "Owner") and The Connecticut Bank and Trust Company, National Association, as Trustee (the "Trustee") for its benefit and for the benefit of the holders from time to time of the Notes described in the Agreement referred to below.

A. The Owner and the Trustee have entered into a Trust and Security Agreement dated as of August 15, 1984 (as heretofore supplemented, the "Agreement").

B. Unless otherwise defined herein, the capitalized terms used herein are used with the respective meanings specified in the Agreement.

C. The Agreement contemplates the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof.

NOW, THEREFORE, TO SECURE THE PAYMENT of the principal of and interest on the Notes according to their tenor and effect and to secure the payment and performance of all other indebtedness which the Agreement by its terms secures and the performance and observance of all covenants, obligations and conditions contained in the Notes, the Agreement and the Participation Agreement, the Owner does hereby grant, bargain, sell, transfer, convey, warrant, mortgage, assign, pledge, hypothecate and grant a continuing security interest unto the Trustee, its successors in trust and assigns in and to all and singular of the Owner's properties, rights, interests and privileges and the proceeds thereof (whether now owned or hereafter acquired), except any Excepted Rights in Collateral (as defined in the Agreement), including, without limitation, the following:

(a) each of the Rail Cars described in Schedule A annexed hereto;

(b) all additional or substituted Rail Cars which hereafter may be subjected to the lien and security interest of the Agreement by operation thereof;

(c) all income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing;

(d) each Lease Supplement relating to such Rail Cars and all amounts payable thereunder.

TO HAVE AND TO HOLD the above-described Collateral unto the Trustee, its successors in trust and assigns forever, upon the terms herein and in the Agreement set forth, for the benefit of the Trustee and for the equal and proportionate benefit, security and protection of all present and future holders of the Notes outstanding under the Agreement from and after the issuance of the Notes, without preference, priority or distinction of any Notes by reason of priority at the time of issue date or maturity thereof or otherwise for any cause whatsoever.

This Supplement shall be construed in connection with and as a part of the Agreement, and all terms, conditions and covenants contained in the Agreement, as hereby supplemented, shall remain in full force and effect.

This Supplement may be executed in any number of counterparts, each of which shall constitute an original but which, when taken together, shall constitute but one instrument.

DEAN WITTER RAIL INVESTORS
LIMITED PARTNERSHIP

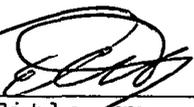
By DEAN WITTER TRANSPORTATION
LEASING CORPORATION,
General Partner

By: 
Title:

By CLC INVESTORS, INC.,
General Partner

By: 
Title: **EVP**

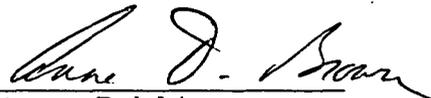
THE CONNECTICUT BANK AND TRUST
COMPANY, NATIONAL ASSOCIA-
TION, as Trustee

By: 
Title: **VICE PRESIDENT**

STATE OF)
: ss.:
COUNTY OF)

On this 26th day of December, 1984, before me personally appeared DONALD E. SMITH, to me personally known, who, being by me duly sworn, says and acknowledges that he resides at MARLBOROUGH, CT; that he is an authorized officer of THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association; that one of the seals affixed to the foregoing instrument is the corporate seal of said association; that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was his free and voluntary act and deed and the free act and deed of said association.

(SEAL)



Notary Public

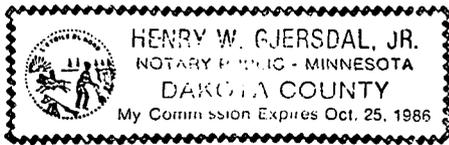
My commission expires:

ANNE T. BROWER
Notary Public, State of New York
No. 31-4768454
Qualified in New York County NY
Term Expires March 30, 1986

STATE OF ~~Minnesota~~
 DAKOTA SS.:
COUNTY OF ~~Washington~~

On this 21st day of December, 1984, before me personally appeared Gordon E. Knudsvig, to me personally known, who, being by me duly sworn, says and acknowledges that he resides at 6920 Dakota Trail, Edina, MN; that he is EVP of CLC INVESTORS, INC., a Delaware corporation and a general partner of DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, a New York limited partnership; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and was duly authorized by said limited partnership; and he acknowledged that the execution of the foregoing instrument was his free and voluntary act and deed, the free act and deed of said corporation and the act and deed of said limited partnership.

(SEAL)



Henry W. Giersdal, Jr.
Notary Public

My commission expires: 10/25/86

STATE OF N.Y.)
 : ss.:
COUNTY OF New York)

On this 27th day of December, 1984, before me personally appeared Anders J. Maxwell, to me personally known, who, being by me duly sworn, says and acknowledges that he resides at 271 Gardner Rd
Ridgewood NJ; that he is P.V.D. of DEAN WITTER TRANSPORTATION LEASING CORPORATION, a Delaware corporation and a general partner of DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, a New York limited partnership; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and was duly authorized by said limited partnership; and he acknowledged that the execution of the foregoing instrument was his free and voluntary act and deed, the free act and deed of said corporation and the act and deed of said limited partnership.

(SEAL)

Deborah D. Joseph
Notary Public

DEBORAH D. DIJOSEPH
Notary Public, State of New York
No. 31-4816798

My commission expires: 3/30/86 Qualified in New York County
Commission Expires March 30, 1986

Sup 3 to Hunt
- F

Schedule A

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Debtor's Identifi- cation Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
79 Rail Tank Cars, 17,500 gallon capa- city each, lined to carry corn syrup	Union Tank Car Company	CRGX 4001 CRGX 4036 CRGX 4049 CRGX 4050 CRGX 4054 CRGX 4055 CRGX 4058 CRGX 4064 CRGX 4066 CRGX 4193 CRGX 4197 CRGX 4199 CRGX 4203 CRGX 4214 CRGX 4221 CRGX 4224 CRGX 4227 CRGX 4229 CRGX 4120 CRGX 4123 CRGX 4126 CRGX 4129 CRGX 4130 CRGX 4131 CRGX 4132 CRGX 4133 CRGX 4134 CRGX 4135 CRGX 4136 CRGX 4137 CRGX 4139 CRGX 4140 CRGX 4141 CRGX 4143 CRGX 4145 CRGX 4147 CRGX 4148 CRGX 4150 CRGX 4151 CRGX 4154 CRGX 4155 CRGX 4159 CRGX 4161			BD-36-100-18 (for all listed Rail Tank Cars manufactured by Union 7 Tank Car Company)

Sup 3 to Trent
-F

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Debtor's Identification Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT Specifications</u>	<u>Manufacturer's Specifications</u>
		CRGX 4162			
		CRGX 4163			
		CRGX 4164			
		CRGX 4165			
		CRGX 4166			
		CRGX 4168			
		CRGX 4177			
		CRGX 4178			
		CRGX 4183			
		CRGX 4186			
		CRGX 4187			
		CRGX 4189			
		CRGX 4233			
		CRGX 4138			
		CRGX 4142			
		CRGX 4144			
		CRGX 4146			
		CRGX 4149			
		CRGX 4152			
		CRGX 4156			
		CRGX 4169			
		CRGX 4170			
		CRGX 4171			
		CRGX 4172			
		CRGX 4174			
		CRGX 4175			
		CRGX 4176			
		CRGX 4180			
		CRGX 4181			
		CRGX 4182			
		CRGX 4188			
		CRGX 4191			
		CRGX 4192			
		CRGX 4196			
		CRGX 4198			
		CRGX 4200			