

MORGAN, LEWIS & BOCKIUS

PHILADELPHIA  
WASHINGTON  
LOS ANGELES

COUNSELORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178

TELEPHONE: (212) 309-6000

CABLE ADDRESS: MORLEBOCK

TELEX: 64-5371

MIAMI  
HARRISBURG  
LONDON

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

14436-A  
RECORDATION NO. 14436-A

FEB 8 1985 10 21 PM

14436-Q  
RECORDATION NO. 14436-Q

INTERSTATE COMMERCE COMMISSION

FEB 8 1985 10 21 PM

February 8, 1985

INTERSTATE COMMERCE COMMISSION

5-039A088

No.

Date FEB 8 1985

Fee \$ 20.00

ICC Washington, D.C.

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Dear Secretary:

As attorneys for Dean Witter Rail Investors Limited Partnership, we have enclosed eight original 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. An Amendment to Lease Supplement No. 3, dated as of December 28, 1984, to a Lease of Railroad Equipment dated as of August 15, 1984. The Lease was filed and recorded with the ICC on September 28, 1984, and assigned recordation number 14436; Lease Supplement No. 1 (filed September 28, 1984) was assigned recordation number 14436-A, Lease Supplement No. 2 (filed October 31, 1984) was assigned recordation number 14436-E; and Lease Supplement No. 3 (filed December 28, 1984) was assigned recordation number 14436-G. This Amendment to Lease Supplement No. 3 is a secondary document.
2. An Amendment to Supplement No. 3, dated as of December 28, 1984, to a Trust and Security Agreement dated as of August 15, 1984. The Trust and Security Agreement was filed and recorded with the ICC on September 28, 1984, and assigned recordation number 14436-B; Supplement No. 1 (filed September 28, 1984) was assigned recordation number 14436-C; Supplement No. 2 (filed October 31, 1984) was assigned recordation number 14436-D; and Supplement No. 3 (filed December 28, 1984) was assigned recordation number 14436-F. This Amendment to Supplement No. 3 is a secondary document.

NOTICE OF RECEIPT  
FEB 8 3 18 PM '85

*Am & M. M. M.*  
*C. D. D.*

MORGAN, LEWIS & BOCKIUS

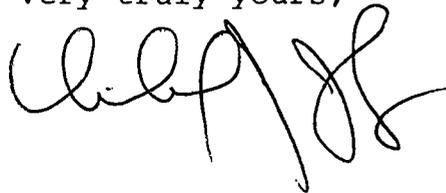
The equipment covered by the documents presented for filing herewith is the same equipment covered by the documents previously filed and recorded with you.

A fee of \$ 20.00 is enclosed. Please return all copies not needed for recordation to the person presenting this letter and its enclosures for filing.

A short summary of the documents, to appear in the index, follows:

1. Amendment to Lease Supplement No. 3, dated as of December 28, 1984, to a Lease of Railroad Equipment between DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, lessor, and CARGILL, INCORPORATED, lessee, dated as of August 15, 1984.
2. Amendment to Supplement No. 3, dated as of December 28, 1984, to a Trust and Security Agreement between DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, owner, and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, trustee, dated as of August 15, 1984.

Very truly yours,

A handwritten signature in black ink, appearing to be 'W. B. Bockius', written in a cursive style.

Interstate Commerce Commission  
Washington, D.C. 20423

2/8/85

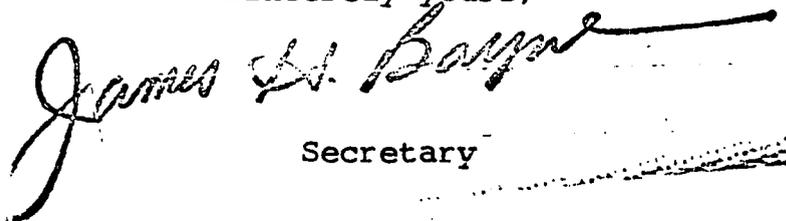
OFFICE OF THE SECRETARY

Michael J. Tarpley  
Morgan, Lewis & Bockius  
101 Park Avenue  
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 2/8/85 at 3:25pm and assigned re-  
recording number (s) . 14436-H & 14436-I

Sincerely yours,

  
Secretary

Enclosure(s)

REGISTRATION NO. 14436-H  
FEB 14 1985

FEB 8 1985 3 25 PM

INTERSTATE COMMERCE COMMISSION

Amendment to Supplement No. 3  
to Trust and Security Agreement

This Amendment dated as of December 28, 1984 is executed and delivered by The Connecticut Bank and Trust Company, National Association, as Trustee (the "Trustee"); and Dean Witter Rail Investors Limited Partnership (the "Owner") pursuant to and in accordance with the Trust and Security Agreement dated as of August 15, 1984 between Owner and Trustee (the "Security Agreement", the defined terms being used herein with their defined meanings).

WHEREAS, the Owner and Trustee have previously executed and delivered a Supplement No. 3 (the "Third Supplement") to the Security Agreement;

WHEREAS, the Third Supplement states that all 79 Rail Cars were manufactured by Union Tank Car Company whereas nine of such Rail Tank Cars were manufactured by Trinity Industries Inc.;

WHEREAS, Schedule A to the Third Lease Supplement does not list the AAR Mechanical Description or the DOT Specifications for any of the Rail Cars; and

WHEREAS, the parties hereto desire to amend the Third Supplement to correct the above matters;

NOW, THEREFORE, Schedule A to the Third Supplement is hereby amended to read in its entirety as follows:

-H

Schedule A

<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>
9 Rail Tank Cars, 17,500 gallon capacity each, lined to carry corn syrup	Trinity Industries, Inc.	CRGX 4001	T-104	111A100W3	36-176-2
		CRGX 4036	(for all	(for all	(File # 8402)
		CRGX 4049	listed Rail	listed Rail	(for all listed
		CRGX 4050	Tank Cars	Tank Cars	Rail Tank Cars
		CRGX 4054	manufactured	manufactured	manufactured
		CRGX 4055	by Trinity	by Trinity	by Trinity
		CRGX 4058	Industries,	Industries,	Industries,
		CRGX 4064	Inc. and	Inc. and	Inc.)
		CRGX 4066	Union Tank Car Company)	Union Tank Car Company)	
70 Rail Tank Cars, 17,500 gallon capacity each, lined to carry corn syrup	Union Tank Car Company	CRGX 4193			BD-36-100-18
		CRGX 4197			(for all
		CRGX 4199			listed Rail
		CRGX 4203			Tank Cars
		CRGX 4214			manufactured
		CRGX 4221			by Union
		CRGX 4224			Tank Car
		CRGX 4227			Company)
		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					

<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 4155			
		CRGX 4159			
		CRGX 4161			
		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			

-H

IN WITNESS WHEREOF, the Owner and the Trustee have each caused this Amendment to be duly executed by a duly authorized officer as of the date set forth above.

THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION  
as Trustee

By: [Signature]  
Title: ASSISTANT SECRETARY

DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP

By: DEAN WITTER TRANSPORTATION LEASING CORPORATION, as general partner

By: [Signature]  
Title: VP

By: CLC INVESTORS, INC., as general partner

By: [Signature]  
Title: Gordon E. Knudsvig, Executive Vice President  
E.V.P.

STATE OF Conn. )  
                  : ss.:  
COUNTY OF Hartford)

On this 2<sup>nd</sup> day of January, 1985, before me personally appeared LESE AMATO, to me personally known, who, being by me duly sworn, said and acknowledged that she resides at TOLLAND CONN.; 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)

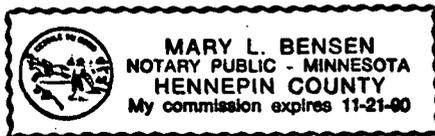
  
Notary Public

My commission expires:  
JOYCE M. SPERRY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1989

STATE OF MINNESOTA  
COUNTY OF HENNEPIN; ss.:

On this 18<sup>th</sup> day of January, 1985, before me personally appeared Gordon E. Knudsvig, to me personally known, who, being by me duly sworn, said and acknowledged that he resides at 6920 Dakota Trail Edina, MN; that he is Exec. V.P. 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 free act and deed of said limited partnership.

(SEAL)



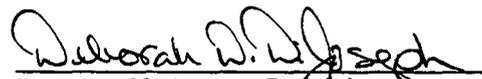
Mary L. Bensen  
Notary Public

My commission expires: 11-21-90

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

On this 31 day of January, 1985, before me personally appeared JAMES E. SWICART, to me personally known, who, being by me duly sworn, said and acknowledged that he resides at 64 HALLS LANE, RYE New York; that he is Vice President 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)

  
Notary Public

DEBORAH D. DIJOSEPH  
Notary Public, State of New York  
No. 31-4816798  
Qualified in New York County  
Commission Expires March 30, 1988

My commission expires: