

LAW OFFICES

JACKSON, CAMPBELL & PARKINSON, P. C.

ONE LAFAYETTE CENTRE

SUITE 300 SOUTH

1120 20TH STREET, N. W.

WASHINGTON, D. C. 20036

EDMUND D. CAMPBELL*
 THOMAS SEARING JACKSON+
 JAQUELIN AMBLER MARSHALL
 H. DONALD KISTLER
 BENJAMIN W. DULANY*
 KENNETH WELLS PARKINSON
 DANIEL WEBSTER COON+
 THOMAS PENFIELD JACKSON+
 ARTHUR C. ELGIN, JR. +
 JAMES P. SCHALLER*
 ROGER V. BARTH+
 JAMES E. BRAMMER
 PATRICIA D. GURNE
 NICHOLAS STILLWELL MCCONNELL**
 ALAN R. SWENDIMAN+
 PATRICK L. WOODWARD+
 JAMES R. MICHAL
 WILFORD L. WHITLEY, JR.
 CLIFFORD A. WILPON+
 DAVID H. COX*
 RICHARD W. BRYAN

*ALSO ADMITTED IN MARYLAND
 *ALSO ADMITTED IN VIRGINIA

MARYLAND OFFICE
 200 A MONROE STREET
 ROCKVILLE, MARYLAND 20850
 (301) 340-0450

VIRGINIA OFFICE
 2000 N. 16TH STREET
 ARLINGTON, VIRGINIA 22201
 (703) 522-1330

ROGER H. MUZZALL
 COUNSEL

DIRECT DIAL NUMBER

457-1634

RECORDATION NO. 10071-1-E
 (202) 457-1600
 May 11, 1981
 Filed 1425

MAY 12 1981-3 00 PM
 INTERSTATE COMMERCE COMMISSION

No. 1-132A452

Date MAY 12 1981

Fee \$ 10.00

ICC Washington, D. C.

RECEIVED
 MAY 12 2 54 PM '81
 I.C.C.
 FEE OPERATION BR.

Ms. Agatha L. Mergenovich
 Office of the Secretary
 Recordation Office
 Interstate Commerce Commission
 12th Street and Constitution Avenue, N.W.
 Washington, D.C. 20423

Re: The Connecticut Bank and Trust
 Company and Funding Systems
 Railcars, Inc.; Recordation File
 No. 10071

Dear Ms. Mergenovich:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1116 of Title 49 of the Code of Federal Regulations, I request, as special counsel for Funding Systems Railcars, Inc., that the enclosed document be recorded and filed by the Interstate Commerce Commission.

You will find enclosed herewith an original and fourteen certified copies of the following document:

"Lease Supplement," dated as of January 1, 1981, to an Equipment Lease dated as of January 1, 1981 between The Connecticut Bank and Trust Company, as Lessor, not in its individual capacity but solely as Trustee, and Funding Systems Railcars, Inc., as Lessee.

This Lease Supplement is intended to effectuate an Amendment to Exhibit A to the Lease, dated as of January 1, 1981, by and between The Connecticut Bank and Trust Company, as Lessor, not in its

Condit - La Vene - Gordon

individual capacity but solely as Trustees, and Funding Systems Railcars, Inc., as Lessee. The following One Hundred Eighty-Five (185) gondola cars, which had been marked with the road numbers and markings set forth below in the "Old Road Numbers" column, have been re-marked and currently bear the road numbers and markings set forth below in the column designated "New Road Numbers."

<u>Old Road Numbers</u>	<u>New Road Numbers</u>
ROCK 801285 thru ROCK 801288, inclusive	WSOX 301285 thru WSOX 301288, inclusive
ROCK 801290 thru ROCK 801296, inclusive	WSOX 301290 thru WSOX 301296, inclusive
ROCK 801298 thru ROCK 801302, inclusive	WSOX 301298 thru WSOX 301302, inclusive
ROCK 801304 thru ROCK 801317, inclusive	WSOX 301304 thru WSOX 301317, inclusive
ROCK 801319 thru ROCK 801325, inclusive	WSOX 301319 thru WSOX 301325, inclusive
ROCK 801328 thru ROCK 801332, inclusive	WSOX 301328 thru WSOX 301332, inclusive
ROCK 801334	WSOX 301334
ROCK 801336 thru ROCK 801340, inclusive	WSOX 301336 thru WSOX 301340, inclusive
ROCK 801343 thru ROCK 801345, inclusive	WSOX 301343 thru WSOX 301345, inclusive
ROCK 801349 thru ROCK 801360, inclusive	WSOX 301349 thru WSOX 301360, inclusive
ROCK 801362 thru ROCK 801368, inclusive	WSOX 301362 thru WSOX 301368, inclusive
ROCK 801370 thru ROCK 801371, inclusive	WSOX 301370 thru WSOX 301371, inclusive
ROCK 801374 thru ROCK 801387, inclusive	WSOX 301374 thru WSOX 301387, inclusive
ROCK 801390 thru ROCK 801404, inclusive	WSOX 301390 thru WSOX 301404, inclusive
ROCK 801406 thru ROCK 801409, inclusive	WSOX 301406 thru WSOX 301409, inclusive
ROCK 801411 thru ROCK 801414, inclusive	WSOX 301411 thru WSOX 301414, inclusive
ROCK 801416 thru ROCK 801420, inclusive	WSOX 301416 thru WSOX 301420, inclusive

Ms. Agatha L. Mergenovich
May 12, 1981
Page three

ROCK 801422 thru ROCK 801433,
inclusive
ROCK 801435 thru ROCK 801449,
inclusive
ROCK 801452 thru ROCK 801467,
inclusive
ROCK 801469 thru ROCK 801474,
inclusive
ROCK 801476 thru ROCK 801493,
inclusive
ROCK 801495 thru ROCK 801497,
inclusive
ROCK 801499

WSOX 301422 thru WSOX 301433,
inclusive
WSOX 301435 thru WSOX 301449,
inclusive
WSOX 301452 thru WSOX 301467,
inclusive
WSOX 301469 thru WSOX 301474,
inclusive
WSOX 301476 thru WSOX 301493,
inclusive
WSOX 301495 thru WSOX 301497,
inclusive
WSOX 301499

The party filing this Lease Supplement, in accordance with
said Lease, is:

Funding Systems Railcars, Inc.
2215 Sanders Road
Suite 370
Northbrook, Illinois 60062
Attention: President

You will find enclosed a check made payable to the I.C.C. for
the sum of Ten Dollars (\$10.00) as payment of the filing fee.

Would you please stamp, as filed, and return the enclosed copies
to my office at your earliest convenience? If you have any questions
in this regard, please do not hesitate to contact me.

Sincerely yours,

JACKSON, CAMPBELL & PARKINSON, P.C.

By:



David H. Cox

DHC/lg

Enclosures As Stated

cc: Richard M. Contino, Esquire
Sharon L. Schumacher,

Interstate Commerce Commission
Washington, D.C. 20423

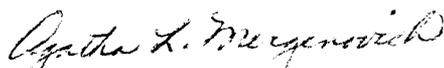
OFFICE OF THE SECRETARY

David H. Cox
Jackson, Campbell & Parkinson, P. C.
One Lafayette Centre
suite 300 South
1120 20th St. N. W.
Washington, D. C. 20036

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 5/12/81 at 3:00PM , and assigned re-
recording number (s). 10071-E

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 1007-E
MAY 12 1981 - 3 00 PM
INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT

This supplement dated as of January 1, 1981 to the Equipment Lease dated as of January 1, 1981 between The Connecticut Bank and Trust Company as Lessor, not in its individual capacity but solely as Trustee, and Funding Systems Railcars, Inc., as Lessee, is executed by the Lessee to provide the new road numbers assigned by Lessee to Items of Equipment previously accepted by Lessee under the Equipment Lease.

The Lessee hereby certifies that the following new road numbers have been assigned to Items of Equipment under the Lease as follows:

<u>Old Road Numbers</u>	<u>New Road Numbers</u>
ROCK 801285 thru ROCK 801288, inclusive	WSOX 301285 thru WSOX 301288, inclusive
ROCK 801290 thru ROCK 801296, inclusive	WSOX 301290 thru WSOX 301296, inclusive
ROCK 801298 thru ROCK 801302, inclusive	WSOX 301298 thru WSOX 301302, inclusive
ROCK 801304 thru ROCK 801317, inclusive	WSOX 301304 thru WSOX 301317, inclusive
ROCK 801319 thru ROCK 801325, inclusive	WSOX 301319 thru WSOX 301325, inclusive
ROCK 801328 thru ROCK 801332, inclusive	WSOX 301328 thru WSOX 301332, inclusive
ROCK 801334	WSOX 301334
ROCK 801336 thru ROCK 801340, inclusive	WSOX 301336 thru WSOX 301340, inclusive
ROCK 801343 thru ROCK 801345, inclusive	WSOX 301343 thru WSOX 301345, inclusive
ROCK 801349 thru ROCK 801360, inclusive	WSOX 301349 thru WSOX 301360, inclusive
ROCK 801362 thru ROCK 801368, inclusive	WSOX 301362 thru WSOX 301368, inclusive
ROCK 801370 thru ROCK 801371, inclusive	WSOX 301370 thru WSOX 301371, inclusive
ROCK 801374 thru ROCK 801387, inclusive	WSOX 301374 thru WSOX 301387, inclusive
ROCK 801390 thru ROCK 801404, inclusive	WSOX 301390 thru WSOX 301404, inclusive
ROCK 801406 thru ROCK 801409, inclusive	WSOX 301406 thru WSOX 301409, inclusive
ROCK 801411 thru ROCK 801414, inclusive	WSOX 301411 thru WSOX 301414, inclusive
ROCK 801416 thru ROCK 801420, inclusive	WSOX 301416 thru WSOX 301420, inclusive
ROCK 801422 thru ROCK 801433, inclusive	WSOX 301422 thru WSOX 301433, inclusive
ROCK 801435 thru ROCK 801449, inclusive	WSOX 301435 thru WSOX 301449, inclusive
ROCK 801452 thru ROCK 801467, inclusive	WSOX 301452 thru WSOX 301467, inclusive
ROCK 801469 thru ROCK 801474, inclusive	WSOX 301469 thru WSOX 301474, inclusive
ROCK 801476 thru ROCK 801493, inclusive	WSOX 301476 thru WSOX 301493, inclusive
ROCK 801495 thru ROCK 801497, inclusive	WSOX 301495 thru WSOX 301497, inclusive
ROCK 801499	WSOX 301499

In Witness Whereof, the Lessee has caused its duly authorized officer to execute this Supplement this 11th day of May, 1981.

FUNDING SYSTEMS RAILCARS, INC.

(Corporate Seal)

By: Earl G. Johnson

Attest: James T. Hunt

STATE OF ILLINOIS

SS.

COUNTY OF COOK :

On this 11th day of May, 1981, before me personally appeared Earl Freeman, to me personally known, who being by me duly sworn, says that he is an authorized officer of Funding Systems Railcars, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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)

Sharon Schumacher
Notary Public

My Commission Expires Jan. 27, 1985