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12027-6

April 10, 1981

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20434

RECORDATION NO. 12027-6 Filed 1426

No. 100A034

Date APR 10 1981

APR 10 1981 - 3 00 PM

Fee \$ 10.00

Dear Madam:

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Enclosed for recordation under the provisions of 49 U.S.C. Section 11303 are the original and five counterparts of Amendment No. 4 dated as of March 2, 1981 (the "Amendment to Lease") amending and supplementing an Equipment Lease Agreement dated as of July 1, 1980 (the "Original Lease"), which Original Lease was filed with your office at 8:50 a.m. on July 23, 1980 and was assigned Recordation Number 12027.

A general description of the railroad rolling stock covered by the Amendment to Lease is set forth in Schedule A - Description of Units attached to this letter and made a part hereof. I direct your attention to the fact that on or about March 20, 1981, cars governed by the Original Lease, as amended, and formerly bearing identification marks XTRX 76188 - XTRX 76482, inclusive, were repainted so as to thereafter bear, respectively, the identification marks SFLC 876188 - SFLC 876482, inclusive.

The names and addresses of the parties to the Amendment to Lease are

Lessor: United States Trust Company of New York,
as Trustee under an Amended Trust
Agreement dated as of June 15, 1980,
as amended and restated by an Amended
and Restated Trust Agreement dated as
of February 2, 1981
45 Wall Street
New York, New York 10005

Lessee: XTRA Leasing, Inc.
c/o X-L-Co., Inc.
60 State Street
Boston, Massachusetts 02190

The undersigned is agent of the Lessee which is a party to the enclosed document and has knowledge of the

Handwritten signature: C. F. Karpman

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Agatha L. Mergenovich
Interstate Commerce Commission
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matters set forth herein.

Please return the original copy and counter-
parts of the Amendment to Lease to Charles T. Kappler,
Esq., Alvord and Alvord, 918 16th Street, N.W., Suite
200, Washington, D.C. 20006, or the bearer thereof.

Also enclosed is a check in the amount of \$10.00
covering the required recording fee.

Very truly yours,

ALVORD AND ALVORD

By: Charles T. Kappler

Charles T. Kappler

CTK/lac
Enclosures

SCHEDULE A

DESCRIPTION OF UNITS

100-Ton 4,750 and 4,700 Cubic Foot Capacity Covered Hoppers:

Manufacturer: Portec, Inc.

Number of Cars: 406

Identifying Marks: XTRX 76577-XTRX 76592, inclusive; MILW 101700-MILW 101799, inclusive (which covered hopper cars bearing identification marks MILW 101700-MILW 101799, inclusive, formerly bore identification marks XTRX 76593-XTRX 76692, inclusive); XTRX 76693-XTRX 76758, inclusive; XTRX 76759-XTRX 76927, inclusive; and XTRX 76928-XTRX 76982, inclusive.

Purchase Agreement: XTRA Inc. Equipment Purchase Order E-2064, dated November 3, 1979, accepted November 3, 1979, by Railcar Division of Portec, Inc.

Manufacturer: Richmond Tank Car Company

Number of Cars: 520

Identifying Marks: XTRX 75958-XTRX 76082, inclusive; MILW 101800-MILW 101899, inclusive; and SFLC 876188-SFLC 876482, inclusive (which covered hopper cars bearing identifying marks SFLC 876188-SFLC 876482, inclusive, formerly bore identification marks XTRX 76188-XTRX 76482, inclusive).

Purchase Agreement: Letter Order of Itel Corporation, dated November 30, 1978, accepted December 11, 1978, by Richmond Tank Car Company, as amended, and as assigned to XTRA, Inc. pursuant to an Assignment, Assumption of Liabilities and Release Agreement, dated as of October 25, 1979, among Itel Corporation, XTRA, Inc. and Richmond Tank Car Company.

Manufacturer: FMC Corporation, Marine and Rail
Equipment Division

Number of Cars: 90

Identifying Marks: XTRX 76983-XTRX 76999, inclusive;
and XTRX 77010-XTRX 77082, inclusive.

Purchase Agreement: XTRA Inc. Purchase Order E-2098,
dated June 5, 1980, accepted July 11, 1980, by
Marine and Rail Equipment Division of FMC
Corporation.

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AMENDMENT NO. 4 TO EQUIPMENT LEASE AGREEMENT APR 10 1981 -3 00 PM

INTERSTATE COMMERCE COMMISSION

This AMENDMENT NO. 4 TO EQUIPMENT LEASE AGREEMENT, dated as of March 2, 1981, amending the EQUIPMENT LEASE AGREEMENT, dated as of July 1, 1980 (the "Original Lease"), as amended and supplemented by AMENDMENT NO. 1 TO EQUIPMENT LEASE AGREEMENT, dated as of July 1, 1980 (the "First Lease Amendment"), and by AMENDMENT NO. 2 TO EQUIPMENT LEASE AGREEMENT, dated as of July 1, 1980 (the "Second Lease Amendment"), and as further amended and restated by the AMENDMENT TO AND RESTATEMENT OF EQUIPMENT LEASE AGREEMENT, dated as of February 2, 1981 (the "Lease Restatement"), between XTRA Leasing, Inc., a Delaware corporation ("Lessee"), and United States Trust Company of New York, a New York corporation, not in its individual capacity but solely as Trustee ("Lessor") under an Amended Trust Agreement, dated as of June 15, 1980, as amended and restated by the Amended and Restated Trust Agreement, dated as of February 2, 1981, between General Electric Credit Corporation and said United States Trust Company of New York.

WITNESSETH:

WHEREAS, in order to sublease certain covered hopper cars Lessee desires to change the identifying marks on various of the covered hopper cars subject to the provisions of the Original Lease, as amended by the First Lease Amendment and the Second Lease Amendment and as amended and restated by the Lease Restatement (the "Lease"); and

WHEREAS, in compliance with paragraph b of Section 8 of the Lease, Lessee seeks to file with the Interstate Commerce Commission a statement of the new identifying marks on various of the Units (as defined in the Lease);

To the extent, if any, that this Amendment No.4 to Equipment Lease Agreement or the Lease as amended hereby constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction) no security interest in this Amendment No. 4 to Equipment Lease Agreement or the Lease) may be created through the transfer or possession of any counterpart of this Amendment No. 4 to Equipment Lease Agreement other than the original executed counterpart hereof, which shall be identified as the counterpart containing the receipt therefor executed by the Loan Trustee (as defined in the Lease) on the signature page hereof.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, Lessor and Lessee hereby agree that Schedule A of the Lease is amended to read in its entirety as set forth in Exhibit I hereto.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 4 to Equipment Lease Agreement to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

UNITED STATES TRUST
COMPANY OF NEW YORK, not
in its individual capacity but
solely as Trustee as aforesaid

[Corporate Seal]

By Thomas B. Zywaka
Title: **ASST. VICE PRESIDENT**

Attest: Louis P. Young
Title: **Asst Secretary**

XTRA LEASING, INC.

[Corporate Seal]

By W.F. Daugherty
Title: **Exec. Vice President**

Attest: Annis J. Baker
Title: **Asst. Secy**

Pursuant to paragraph (b) of Section 19 of the Lease, Bankers Trust Company, as Loan Trustee under an Indenture, Chattel Mortgage and Security Agreement, dated as of February 2, 1981, between said Loan Trustee and Lessor, does hereby consent to this Amendment No. 4 to Equipment Lease Agreement, dated as of March 2, 1981.

Bankers Trust Company,
as Loan Trustee

By Carl H. Herb
Title: **ASSISTANT VICE PRESIDENT**

STATE OF MASSACHUSETTS)
)ss.:
COUNTY OF SUFFOLK)

On this 30TH day of March, 1981, before me personally appeared WAYNE F. DAUGHERTY to me personally known, who, being by me duly sworn, says that he is the EXECUTIVE VICE PRESIDENT of XTRA Leasing, 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.

Dorcas M. Guarino
Notary Public

[Notarial Seal]

My commission expires: 2/22/85

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK) *Cepul*

On this 6 day of March, 1981, before me personally appeared THOMAS B. ZAKRZEWSKI to me personally known, who, being by me duly sworn, says that he is an authorized officer of UNITED STATES TRUST COMPANY OF NEW YORK, 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 Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Federico C. Santos
Notary Public
FEDERICO C. SANTOS
Notary Public, State of New York
No. 41-4691650
Qualified in Queens County
Commission Expires March 30, 1981
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[Notarial Seal]

My commission expires:

SCHEDULE A
EQUIPMENT LEASE
AGREEMENT

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