

210  
12027-J

LAW OFFICES  
ALVORD AND ALVORD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
MILTON C. GRACE\*  
GEORGE JOHN KETO\*\*  
RICHARD N. BAGENSTOS

\* NOT A MEMBER OF D. C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N. W.  
WASHINGTON, D. C.  
20006-2973

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

RECORDATION NO. 12027-J  
FILED 1983

JAN 19 1983 11:00 AM

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INTERSTATE COMMERCE COMMISSION

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

No. \_\_\_\_\_  
Date JAN 19 1983

Fee \$ 10.00

Dear Ms. Mergenovich:

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are two original executed copies of Amendment No. 5 dated as of December 1, 1982, a "secondary document" as that term is defined in 49 C.F.R. §1116.1(b). This document relates to an Equipment Lease Agreement dated as of July 1, 1980 which was duly filed and recorded at 8:50 a.m. on July 23, 1980 and assigned Recordation Number 12027. The Equipment Lease Agreement was subsequently amended, supplemented and restated by documents filed and recorded with your office and assigned Recordation Numbers 12027-A through 12027-G.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Exhibit 1 attached to this letter and made a part hereof.

The names and addresses of the parties to the enclosed document 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

RECEIVED  
JAN 19 10 53 AM '83  
FEE OPERATION BR.

*(Handwritten signature)*  
C. T. Reynolds

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission

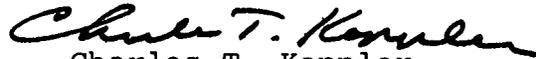
Page Two

The undersigned is agent of the Lessee named above for the purpose of submitting the enclosed document for filing and recordation and has knowledge of the matters set forth therein.

Please return the copies of the enclosed document: not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006 or the bearer hereof.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Very truly yours,

  
Charles T. Kappler

SCHEDULE A  
EQUIPMENT LEASE  
AGREEMENT

DESCRIPTION OF UNITS

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

1. Manufacturer: Portec, Inc.

Number of Cars: 406

Identifying Marks: (series numbers both inclusive)

Prefix COER: 76580, 76701-76721, 76723-76730,  
76732-76736, and 76858-76882.

Prefix IANR: 76883-76932.

Prefix IRRC: 76693-76700, 76769, 76770, 76775,  
76777-76822, 76827, 76829 and 76830.

Prefix MILW: 101702, 101703, 101706, 101708,  
101709, 101711, 101713, 101715-101718, 101720-101724,  
101727, 101731, 101737, 101739-101741, 101743, 101747,  
101748, 101754-101757, 101759, 101762, 101764, 101765,  
101767, 101768, 101770, 101774, 101775, 101777, 101778,  
101780, 101782, 101786, 101788, 101791, 101793-101795,  
101797, 101798.

Prefix NCOK: 76577-76579, 76581-76592, 76738,  
76741-76743, 76746, 76748, 76753, 76757-76768, 76958-76966,  
76969, 76971, 76972, 76974-76976 and 76979.

Prefix TXNW: 47200-47249, 47252-47310.

Prefix XTRX: 76722, 76731 and 76933-76957.

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

2. Manufacturer: Richmond Tank Car Company

Number of Cars: 519

Identifying Marks: (series numbers both inclusive)

Prefix NCOK: 76191, 76196, 76197, 76202, 76206, 76207, 76209-76211, 76214, 76217, 76219, 76220, 76222, 76227, 76228, 76230-76232, 76234, 76237, 76239, 76246, 76248, 76250, 76262, 76266, 76270, 76271, 76274, 76279, 76281, 76288, 76290, 76295, 76296, 76299, 76301, 76304, 76305, 76312, 76315, 76319, 76321, 76324-76326, 76329, 76330, 76332, 76333, 76335, 76340, 76341, 76344, 76346, 76348, 76352, 76359, 76360, 76364, 76365, 76379, 76381, 76382, 76385, 76388, 76393-76395, 76397, 76401, 76403, 76406, 76408-76412, 76414-76416, 76420, 76424, 76426, 76428, 76431, 76435, 76439, 76444, 76448, 76450, 76451, 76461, 76467-76469, 76474, 76477 and 76479.

Prefix TXNW: 47000-47199, 47250, 47251 and 47311-47399.

Prefix XTRX: 75958-76070, 76072-76082, 76475, 76476, 76478 and 76482.

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.

3. Manufacturer: FMC Corporation, Marine and Rail Equipment Division

Number of Cars: 87

Identifying Marks: (series numbers both inclusive)

Prefix XTRX: 76983-76994, 76996-76999, 77010-77019, 77021-77028 and 77030-77082.

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.

REGISTRATION NO. 120279

JAN 19 1983 11:00 AM

AMENDMENT NO. 5 TO EQUIPMENT LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

This AMENDMENT NO. 5 TO EQUIPMENT LEASE AGREEMENT, dated as of December 1, 1982, 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") and as further amended by AMENDMENT NO. 4 TO EQUIPMENT LEASE AGREEMENT, dated as of March 2, 1981 (the "Fourth Lease Amendment") (the Original Lease, as so amended and restated being sometimes hereinafter referred to as the "Lease"), between XTRA Leasing, Inc., a Delaware corporation (the "Lessee"), and United States Trust Company of New York, a New York corporation, not in its individual capacity but solely as Trustee (the "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, it is necessary that Lessee change the identifying marks on various of the covered hopper cars subject to the provisions of the Lease; and

WHEREAS, in compliance with paragraph b of Section 8 of the Lease, the 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. 5 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. 5 to Equipment Lease Agreement or the Lease as amended hereby may be created through the transfer or possession of any counterpart of this Amendment No. 5 to Equipment Lease Agreement or the Lease, 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, the Lessor and the Lessee hereby agree that Schedule A of the Lease is amended to read in its entirety as set forth in Exhibit 1 hereto.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 5 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 Stephen J. Kaba  
Title: ASSISTANT VICE PRESIDENT

Attest: Gerard F. Ganey  
Title: GERARD F. GANEY  
Assistant Secretary

XTRA LEASING, INC.

[Corporate Seal]

By Esther P. P.  
Title: V.P.

Attest: Archie J. Baker  
Title: Asst. Secretary

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 the Lessor, does hereby consent to this Amendment No. 5 to Equipment Lease Agreement, dated as of December 1, 1982.

Bankers Trust Company as  
Loan Trustee

By Richard  
Title: ASSISTANT VICE PRESIDENT



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