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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

3-138A038

RECORDATION NO. 12027-T FILED 1425

MAY 18 1993 3:50 PM

INTERSTATE COMMERCE COMMISSION

12027-T

MAY 18 3 45 PM '93
MOTOR OPERATING UNIT

May 18, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) fully executed copies of an Amendment No. 15 dated as of February 4, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to an Equipment Lease Agreement dated as of July 1, 1980, which was duly filed and recorded on July 23, 1980 at 8:50 a.m. and assigned Recordation Number 12027. The Equipment Lease Agreement was subsequently amended, supplemented and restated by documents filed and recorded with the Commission and assigned Recordation Numbers 12027-A through 12027-S.

The names and addresses of the parties to the enclosed document are:

Lessor: United States Trust Company of New York,
not in its individual capacity but solely
as Trustee
45 Wall Street
New York, New York 10005

Lessee: XTRA Leasing
60 State Street
Boston, Massachusetts 02109

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to Amendment No. 15.

Kindly return three stamped copies of the enclosed document to Robert W. Alvord, Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of $16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

> Amendment No. 15 dated as of February 4, 1993 to Equipment Lease Agreement dated as of July 1, 1980, as amended, supplemented and restated, between United States Trust Company of New York, as Trustee, Lessor and XTRA Leasing, Inc., Lessee, covering 100-ton 4,750 and 4,700 cubic foot capacity covered hopper cars.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

5/18/93

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord & Alvord
918 16th St N.W.
Washington,D.C. 20006

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/ 18/93 at 3:50pm, and assigned recordation number(s). 12027-T & 12867-L

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 12027-T
FEB 18 1993 3:50 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 15 TO EQUIPMENT LEASE AGREEMENT

This AMENDMENT NO. 15 TO EQUIPMENT LEASE AGREEMENT, dated as of February 4, 1993, amending the Equipment Lease Agreement, dated as of July 1, 1980, as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of July 1, 1980, and by Amendment No. 2 to Equipment Lease Agreement, dated as of July 1, 1980, and as further amended and restated by the Amendment to and Restatement of Equipment Lease Agreement, dated as of February 2, 1981, and as further amended by Amendment No. 4 to Equipment Lease Agreement, dated as of March 2, 1981, by Amendment No. 5 to Equipment Lease Agreement, dated as of December 1, 1982, by Amendment No. 6 to Equipment Lease Agreement, dated as of January 2, 1984, by Amendment No. 7 to Equipment Lease Agreement, dated as of January 14, 1985, by Amendment No. 8 to Equipment Lease Agreement, dated as of January 15, 1986, by Amendment No. 9 to Equipment Lease Agreement, dated as of January 12, 1987, by Amendment No. 10 to Equipment Lease Agreement, dated as of January 25, 1988, by Amendment No. 11 to Equipment Lease Agreement, dated as of March 1, 1989, by Amendment No. 12 to Equipment Lease Agreement, dated as of January 15, 1990, by Amendment No. 13 to Equipment Lease Agreement, dated as of January 16, 1991 and by Amendment No. 14 to Equipment Lease Agreement, dated as of January 23, 1992 (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 Capital Corporation and said United States Trust Company of New York.

W I T N E S S E T H:

WHEREAS, in order to operate and 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);

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.

To the extent, if any, that this Amendment No. 15 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. 15 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. 15 to Equipment Lease Agreement or the Lease, other than the original executed counterpart hereof, which shall be identified as the counterpart containing the receipt therefore executed by the Loan Trustee (as defined in the Lease) on the signature page hereof.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 15 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: _____
Title: ASSISTANT VICE PRESIDENT

Attest: _____
Title: ASSISTANT VICE PRESIDENT

XTRA Leasing, Inc.

[Corporate Seal]

By: _____
Title: Vice President, Finance and Treasurer

Attest: _____
Title: 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. 15 to Equipment Lease Agreement, dated as of February 4, 1993.

Bankers Trust Company, as Loan Trustee

By: _____
Title: Vice President

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

On this 5th day of April, 1993, before me personally appeared Michael J. Soja, to me personally known, who, being by me duly sworn, says that he is the Vice President, Finance and Treasurer 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.

Marion L. Ewell
Notary Public

[Notarial Seal]

My commission expires: July 16, 1999

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

On this 26th day of March, 1993, before me personally appeared Christine C. Collins to me personally known, who, being by me duly sworn, says that she is ASSISTANT VICE PRESIDENT 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 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.

Robert E. Patterson
Notary Public

[Notarial Seal]

ROBERT E. PATTERSON III
NOTARY PUBLIC, State of New York
No. 4784543
Qualified in Suffolk County
Commission Expires October 31, 1993

My commission expires:

SCHEDULE A
EQUIPMENT LEASE AGREEMENT

DESCRIPTION OF UNITS

100-TON 4,750 and 4,700 CUBIC FOOT CAPACITY COVERED HOPPERS:

MANUFACTURER: RICHMOND TANK CAR COMPANY

QUANTITY: 489

MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
CFWR	047004	CFWR	047005	CFWR	047006	CFWR	047007	CFWR	047008	CFWR	047009
CFWR	047010	CFWR	047013	CFWR	047016	CFWR	047017	CFWR	047019	CFWR	047021
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CFWR	047065	CFWR	047066	CFWR	047070	CFWR	047074	CFWR	047075	CFWR	047077
CFWR	047080	CFWR	047084	CFWR	047088	CFWR	047089	CFWR	047090	CFWR	047091
CFWR	047094	XTRX	047096	CFWR	047097	CFWR	047098	CFWR	047099	CFWR	047100
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IC	768875	IC	768934	IC	768935	IC	769054	IC	769055	IC	769056
IC	769072	IC	769129	IC	769154						

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: PORTEC

QUANTITY: 393

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*MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .
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 MPA  076700 XTRX 076701 XTRX 076702 XTRX 076703 MPA  076704 MPA  076705
 MPA  076706 MPA  076707 MPA  076708 XTRX 076709 XTRX 076710 XTRX 076711
 MPA  076712 MPA  076713 MPA  076714 MPA  076715 XTRX 076716 MPA  076717
 XTRX 076718 MPA  076719 MPA  076720 XTRX 076721 MPA  076722 XTRX 076723
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XTRX 076918 CFWR 076919 MPA 076920 CFWR 076921 MPA 076922 XTRX 076923
XTRX 076924 CFWR 076925 XTRX 076926 XTRX 076927 XTRX 076928 CFWR 076929
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CFWR 076981 CFWR 076982 IC 768885 IC 768886 IC 769130 IC 769131
IC 769132 IC 769133 IC 769134

PURCHASE AGREEMENT: XTRA, INC. EQUIPMENT PURCHASE ORDER E-2064, DATED NOVEMBER 3, 1979, ACCEPTED NOVEMBER 3, 1979 BY RAILCAR DIVISION OF PORTEC, INC.

MANUFACTURER: FMC CORPORATION
MARINE AND RAIL EQUIPMENT DIVISION

QUANTITY: 86

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CFWR 076983 XTRX 076984 CFWR 076985 CFWR 076986 CFWR 076988 CFWR 076989
XTRX 076990 CFWR 076992 CFWR 076994 CFWR 076997 MPA 076998 CFWR 076999
CFWR 077010 XTRX 077011 MPA 077012 CFWR 077013 CFWR 077014 CFWR 077015
XTRX 077016 CFWR 077017 CFWR 077018 CFWR 077021 XTRX 077022 CFWR 077023
MPA 077025 CFWR 077026 CFWR 077027 MPA 077030 CFWR 077031 CFWR 077032
CFWR 077033 MPA 077034 CFWR 077035 MPA 077036 CFWR 077037 CFWR 077038
XTRX 077039 CFWR 077040 CFWR 077041 CFWR 077042 MPA 077044 XTRX 077045
CFWR 077046 CFWR 077047 CFWR 077048 CFWR 077049 CFWR 077050 XTRX 077051
CFWR 077052 MPA 077053 MPA 077054 CFWR 077055 CFWR 077056 CFWR 077057
CFWR 077058 CFWR 077059 CFWR 077060 MPA 077061 CFWR 077062 CFWR 077063
CFWR 077064 CFWR 077065 CFWR 077067 CFWR 077068 CFWR 077070 CFWR 077071
CFWR 077072 CFWR 077073 MPA 077074 CFWR 077075 MPA 077076 CFWR 077077
CFWR 077078 XTRX 077079 CFWR 077080 CFWR 077081 CFWR 077082 IC 768887
IC 768888 IC 768889 IC 768891 IC 768892 IC 768893 IC 768894
IC 768947 IC 768949

PURCHASE AGREEMENT: XTRA, INC. PURCHASE ORDER E-2098, DATED JUNE 5, 1980 ACCEPTED JULY 11, 1980 BY MARINE AND RAIL EQUIPMENT DIVISION OF FMC CORP.