

RECORDATION NO. 23290-A FILED

JAN 13 '02 3-36PM

SURFACE TRANSPORTATION BOARD

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@dc.bjllp.com

January 13, 2003

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment to Lease, a secondary document, dated as of January 12, 2001. The primary document to which this is connected is recorded under Recordation No. 23290. We request that one copy of this document be recorded under Recordation No. 23290-A.

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

Lessor:

Banc of America Leasing & Capital LLC  
2059 North Lake Parkway, 4th Floor  
Tucker, GA 30084-4431

Lessee:

Rail Trusts Equipment, Inc.  
P. O. Box 50456  
Jacksonville Beach, FL 32250

A description of the equipment covered by the Amendment to Lease consists of 135 railcars numbered MMMX 2000-2134, inclusive.

**BALL JANIK** LLP

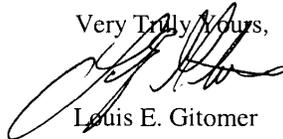
Honorable Vernon A. Williams  
January 13, 2003  
Page 2

A fee of \$ 30.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Amendment to Lease between Banc of America Leasing & Capital LLC, 2059 North Lake Parkway, 4th Floor, Tucker, GA 30084-4431, and Rail Trusts Equipment, Inc., P. O. Box 50456, Jacksonville Beach, FL 32250, covering 135 railcars numbered MMMX 2000-2134, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

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AMENDMENT TO LEASE

SURFACE TRANSPORTATION BOARD

This Amendment to Lease (this "Amendment") is entered into as of January 12, 2001 between Banc of America Leasing & Capital LLC ("Lessor") and Rail Trusts Equipment, Inc. ("Lessee") on the basis of the following understandings:

A. Lessor and Lessee entered into a Lease Agreement No. 00565-00400 dated as of December 20, 2000 and (the "Lease Agreement"; capitalized terms used and not otherwise defined herein have the meanings specified in the Lease Agreement) and also entered into a Schedule No.001 (together, the "Existing Schedule"). The Lease Agreement is incorporated by reference into each Existing Schedule.

B. Lessor and Lessee wish to amend the Lease Agreement insofar as it relates to the Existing Schedule (the "Excluded Schedules"), entered into under the Lease Agreement from and after the date of this Amendment.

NOW, THEREFORE, the parties agree as follows:

1. Amendments. The Lease Agreement is hereby amended as follows:

**#4. Rental**, last line of 2<sup>nd</sup> paragraph is hereby amended to read as follows:

on the Base Date and the remaining Base Rent installments being payable on the 16th day of each succeeding month.

2. Effect. (a) The foregoing amendment shall apply to and affect the Lease Agreement to the extent the Lease Agreement is now or hereafter incorporated into (i) the Existing Schedule, the Lease of which shall not be amended hereby, and (ii) any and all Schedules entered into under the terms of the Lease Agreement from and after this date.

(b) Except as amended hereby, all of the terms, covenants and provisions of the Lease Agreement and each Existing Schedule are and shall remain in full force and effect.

3. Miscellaneous. This Amendment shall be governed by and construed according to the internal laws of the State of Georgia, may be amended only in writing signed by the parties hereto, and may be executed in one or more counterparts.

In Witness Whereof, Lessor and Lessee have executed this Amendment as of the date first written above.

Banc of America Leasing & Capital LLC  
(Lessor)

By: Carol Jones

Title:

Rail Trusts Equipment, Inc.  
(Lessee)

By: [Signature]

Title: Vice President

