

SUPPLEMENT DATED AS OF JUNE 7, 1976, between THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (hereinafter called the Trustee), and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called the Railroad).

WHEREAS, the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of September 15, 1975 (hereinafter called the Equipment Trust Agreement), covering construction and transfer to the Trustee of title to the railroad equipment described in Schedule A thereto (hereinafter called the Trust Equipment) which the Trustee has leased to the Railroad pursuant to the terms of the Equipment Trust Agreement;

WHEREAS, Chicago and North Western Transportation Company Equipment Trust No. 3 Certificates of 1975 (hereinafter called Trust Certificates) have been issued and sold in an aggregate principal amount not exceeding \$4,950,000;

WHEREAS, The Trustee and the Railroad now desire to supplement the Equipment Trust Agreement as provided therein to identify additional Cement Hopper Cars, manufactured by ACF Industries, Incorporated, which are part of the Trust Equipment, by their C&NW Road Numbers;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agrees as follows:

REGISTRATION TO JUN 1 1976-72

1. Item 1 of Schedule A of the Equipment Trust Agreement is hereby amended to describe the Trust Equipment comprising the 12 additional Cement Hopper Cars, manufactured by ACF Industries, Incorporated, as follows:

Item 1: Description of Equipment

No. of Units	Description		Estimated Total Cost
12	Cement Hoppers (ACF Industries, Incorporated AMCAR Division 10 South Riverside Plaza Chicago, Illinois 60606)	175500 - 175511, inclusive	\$302,943.24

2. The Railroad will promptly cause this Supplement to be filed, recorded and deposited in like manner as the Equipment Trust Agreement.

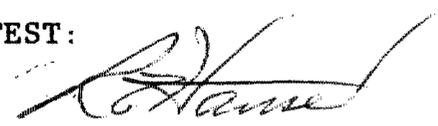
3. Except as amended hereby, the Equipment Trust Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee,

By 
Vice President

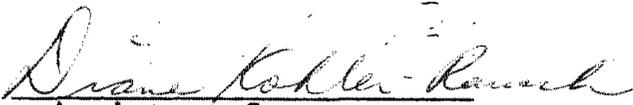
ATTEST:


Trust Officer
(Corporate Seal)

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

By 
Vice President

ATTEST:


Assistant Secretary
(Corporate Seal)

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 9th day of June, 1976, before me personally appeared A. R. Menard to me personally known, who, being by me duly sworn, says that he is a Vice President of The First National Bank of Chicago, 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.

My Commission expires 9-17-79 *[Signature]*
Notary Public

[Notarial Seal]

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 10th day of June, 1976, before me personally appeared *John M. Butler* to me personally known, who, being by me duly sworn, says that he is a Vice President of Chicago and North Western Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of the 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.

My Commission expires *Margaret Hanlon*
MARGARET HANLON
Notary Public

[Notarial Seal] My Commission Expires Feb. 25, 1978

