

RECORDATION NO. 5959-D Filed & Recorded

MAY 10 1971 -11 20 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT

LEASE SUPPLEMENT, dated as of May 10, 1971, between Girard Trust Bank, as Trustee of the Illinois Terminal Railroad Equipment Trust No. 3 (hereinafter referred to as Lessor) and Illinois Terminal Railroad Company (hereinafter referred to as Lessee).

Representations, Covenants, and Warranties

1. This Lease Supplement is issued pursuant to (and hereby incorporates all of the definitions, terms and conditions of, as if the same were fully set forth herein) that certain Railroad Equipment Lease Agreement dated as of January 15, 1971 (the Lease) between Lessor and Lessee.
2. Lessor hereby delivers and leases to Lessee under the Lease, and Lessee hereby accepts and leases from Lessor under the Lease, the following described units of Equipment:

TOTAL NO.
OF UNITS

LESSEE'S IDENTIFYING
NUMBERS

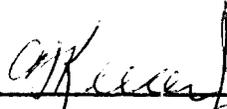
50

ITC 9400-9449, Inc.

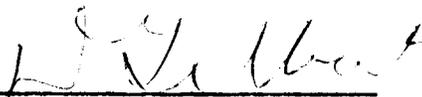
3. Lessee hereby confirms to Lessor that each of the aforementioned units of Equipment has been and is marked in accordance with the provisions of Section 10 of the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed on the dates appearing in their respective acknowledgments hereto but as of the date first above written.

GIRARD TRUST BANK
As Trustee, Lessor

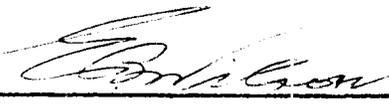
By 
Title: Trust Officer

(Corporate Seal)

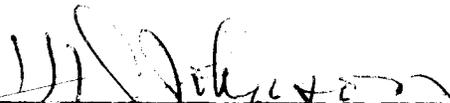
Attest: 

Title: ASSISTANT VICE PRESIDENT

ILLINOIS TERMINAL RAILROAD COMPANY
Lessee

By 
Title: President

(Corporate Seal)

Attest: 

Title: Secretary

STATE OF Pennsylvania)
) SS
COUNTY OF Philadelphia

On the 7th day of May, 19 71, before me personally came O. M. KELLER, JR., to me known, who, being by me duly sworn, did depose and say that he resides at Phila., Pa.; that he is a CORPORATE TRUST OFFICER of Girard Trust Bank, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

[Notarial Seal]

[Signature]
Notary Public, Count of Phila., State of Pa.

My Commission: WILLIAM F. FLEMING, JR., NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES APRIL 30, 1973
Member, Pennsylvania Association of Notaries

STATE OF MISSOURI)
CITY) SS
COUNTY OF ST. LOUIS)

On the 4th day of May, 19 71, before me personally came E. D. Wilson, to me known, who, being duly sworn, did depose and say that he resides at Frontenac, Missouri; that he is a President of Illinois Terminal Railroad Company, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

[Notarial Seal]

[Signature]
Notary Public, County of St. Louis, State of Missouri

My Commission: January 3, 1974