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SUBLEASE

INTERSTATE COMMERCE COMMISSION

WHEREAS, UNITED STATES RAILWAY LEASING COMPANY

("United") and EVANS PRODUCTS COMPANY ("Evans") have hereby entered

into that certain lease dated February 1, 1972

("Lease") providing for the lease by United to Evans of 135

USLX 10740 - 10799

cars bearing car reporting marks: USLX 10860 - 10934

both inclusive; and

WHEREAS, the Lease was recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act as

Recordation No. 6544; and

WHEREAS, Evans desires to sublease 84 cars

bearing car reporting marks as stated in Exhibit A attached hereto,

(the "Sublet Cars") to United and United willing so to do, and upon the terms and conditions herein provided.

NOW, THEREFORE, in consideration of the premises and covenants and conditions herein set forth the parties agree as follows:

1. Evans hereby subleases to United and United hereby subleases from Evans the Sublet Cars for the remainder of the term of the Lease above described.

2. Except as hereinafter provided all of the terms and conditions of the Lease are hereby incorporated herein and by this reference made a part hereof as if United were the lessee and Evans the lessor.

3. United agrees to pay Evans as rental for the Sublet Cars the rental per car per month provided for in the Lease by paying United the amount of said rental due United from Evans as rental for the Cars under the Lease.

Lease by crediting the amount of said rental against the amount due United from Evans as rental for the Cars under the Lease.

4. All other sums due and payable to Evans by reason of Paragraph 2 hereof shall be retained by United and credited against the like amounts due and payable to United under the Lease.

5. United agrees to perform or cause to be performed all Repair Work required to be performed under the Sublease.

6. Nothing in this contract shall constitute a merger of this Sublease or the interests of the parties herein with the Lease or the interests of the parties therein, and this Sublease shall constitute for all intents and purposes a separate and distinct agreement of the parties binding and enforceable in accordance with its particular terms.

UNITED STATES RAILWAY LEASING
COMPANY

By: C. Richard Bann
Vice President

ATTEST:

S. J. Delesno
Assistant Secretary

EVANS PRODUCT'S COMPANY

By: A. C. Falls
Vice President

ATTEST:

A. J. Johnson
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 11th day of August, 1975, before me personally appeared C. Richard Barney to me personally known, who being by me duly sworn says that he is Vice President of UNITED STATES RAILWAY LEASING COMPANY, and Fred S. Fukumoto to me personally known to be the Asst. Secretary of said corporation, that the seal 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edw. M. Rieger
Notary Public

My Commission Expires My Commission Expires June 28, 1978

STATE OF Illinois)
) SS
COUNTY OF Cook)

On this 12th day of August, 1975, before me personally appeared John C. Geller to me personally known, who being by me duly sworn says that he is Vice President President of EVANS PRODUCTS COMPANY, and E. Delisio to me personally known to be the Asst. Secretary of said corporation, that the seal 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

W. J. Gander
Notary Public

My Commission Expires June 19, 1979

EXHIBIT A

(Inclusive)

USLX 10790 - 10799

USLX 10860 - 10864

USLX 10865 - 10869

USLX 10870

USLX 10871

USLX 10872

USLX 10873

USLX 10874

USLX 10875 - 10877

USLX 10878

USLX 10879

USLX 10880 - 10908

USLX 10910 - 10934