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RECORDATION NO. _____ Filed & Recorded
Aug 18 1972 3 00 P.M.
INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 2

This LEASE SUPPLEMENT No. 2 dated August 17, 1972, between Unilease Ltd., a Delaware corporation, (the "Lessor") and Elgin, Joliet and Eastern Railway Company, an Illinois and Indiana corporation (the "Lessee").

W I T N E S S E T H:

WHEREAS, Lessor and Lessee have heretofore entered into a certain Lease Agreement dated as of July 17, 1972 (the "Lease") and the defined terms therein being herein used with the same meaning, which Lease provides in §1 for the execution from time to time of Lease Supplements each substantially in the form hereof for the purpose of leasing specific units of the Equipment to be leased under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof; and

WHEREOF, the Lease has been filed with and recorded by the Interstate Commerce Commission on August 18, 1972 and assigned recordation number _____ ;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease, as herein supplemented, the following units of the Equipment (the "Units"):

Eighty (80) 100-ton General Service Gondolas (with steel troughs), bearing the identifying reporting mark and road numbers of Lessee as follows:

* E J & E Nos. 4200-4279 *

2. The Delivery Date of the Units is the date of this Lease Supplement set forth in the opening paragraph hereof.

3. The Purchase Price for the Units is \$1,270,746.88.

4. The Term for each Unit shall commence on the Delivery Date and shall end of the Term Terminal Date for such unit.

5. Lessee confirms its agreement set forth in §3 of the Lease to pay Lessor rental for the Units throughout the Term as follows: (i) on January 1, 1973 for the period from the Manufacture's Closing Date (as defined in the Lease) for such units to December 31, 1972, or, where such Manufacture's Closing Date is after December 29, 1972, from December 29, 1972 to and including December 31, 1972, at the daily rate specified in Annex A to the Lease, and (ii) on January 1, 1973 and on each January 1, April 1, July 1, and October 1, thereafter, at the quarterly rate specified in Annex A to the Lease.

6. Lessee hereby confirms to Lessor that each of the Units has been duly marked in accordance with the terms of §5 of the Lease.

7. All of the provisions of the Lease are hereby incorporated by reference in this Lease Supplement, on and as of the date of this Lease Supplement, to the same extent as if fully set forth herein.

8. This Lease Supplement shall in all respects be governed by the laws of the State of New York.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the date and year first above written.

LESSOR

UNILEASE LTD.

By *John J. [Signature]*

Title: *Vice Pres*

(Seal)

Attest:

Brian M. McCloy

Title: *Secr.*

LESSEE

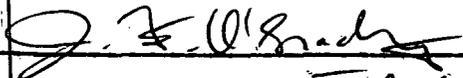
ELGIN, JOLIET AND EASTERN
RAILWAY COMPANY

(Seal)

By 

Attest:

Title: Secretary



Title: Assistant Secretary

