

RECORDATION NO. 6826-B Filed & Recorded

DEC 31 1975-11 05 AM

INTERSTATE COMMERCE COMMISSION SOO LINE RAILROAD  
EQUIPMENT TRUST OF 1973

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**SECOND SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT**

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SUPPLEMENT TO LEASE OF RAILROAD EQUIPMENT, dated as of December 15, 1972 between First National Bank of Minneapolis, a national banking association duly incorporated and existing under the laws of the United States of America (hereinafter called the "Trustee"), party of the first part, and SOO LINE RAILROAD COMPANY, a corporation duly organized and existing under the laws of the State of Minnesota (hereinafter called the "Company"), party of the second part;

WHEREAS, by a certain Agreement and Lease, each dated as of December 15, 1972, there was constituted Soo Line Railroad Equipment Trust of 1973; and whereas pursuant to the provisions of said Agreement, certain Railroad equipment was transferred by J. W. Scanlan and D. R. Cadwallader, Vendors, to the Trustee, and by said Lease, said railroad equipment was leased by the Trustee to the Company; and

WHEREAS, the said Lease in the last paragraph at page 48 of said Agreement and Lease provides that if the actual cost of the equipment specifically described in said Lease shall not amount to at least \$10,031,550, then there is to be acquired by the Vendors other equipment of such cost that the aggregate cost of all Trust Equipment will be at least \$10,031,550, which additional equipment shall be subjected to said Lease in accordance with Section 5 of Article I of said Agreement; and

WHEREAS, said equipment specifically described in said Lease was acquired at an actual cost of less than \$10,031,550 and the Vendors will cause to be acquired and transferred to the Trustee the following described standard gauge railroad equipment, and the Company and the Trustee now desire to execute a Supplemental Lease covering said additional equipment as provided for in the last paragraph at page 48 of said Agreement and Lease;

NOW THIS AGREEMENT WITNESSETH:

The above described Lease of Railroad Equipment dated as of December 15, 1972, with the Agreement, dated as of December 15, 1972 thereto annexed, together with Supplemental Lease of Railroad Equipment, signed as of October 29, 1974, constituting Soo Line Railroad Equipment Trust of 1973 is hereby further supplemented as indicated in the next succeeding sentence, but in all other respects said Lease Agreement shall continue in full force and effect.

The Trustee, acting pursuant to the last paragraph on page 48 of said Lease and Agreement, in consideration of the sum of One Dollar to it paid by the Company at or before the execution and delivery hereof, the receipt of which is hereby acknowledged, and of the rents and covenants in said Lease mentioned to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company all of the following standard gauge railroad equipment in addition to the Trust Equipment now covered by Soo Line Railroad Equipment Trust of 1973, to wit:

5           50'6" 77-ton single-sheathed box cars with roller bearings, bearing Soo Line Road Nos. 19167 to 19171, inclusive.

This Supplemental Lease may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

This Supplemental Lease shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

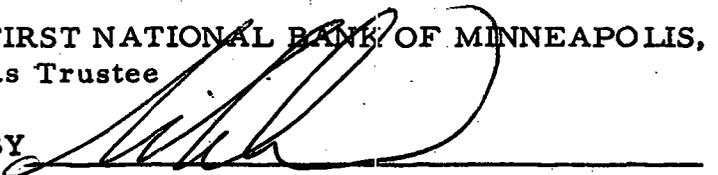
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the aforesaid Agreement and Lease, and the Company, have caused these presents to be duly executed, as of the \_\_\_\_\_ day of \_\_\_\_\_ 1975.

ATTEST:

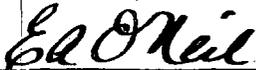
  
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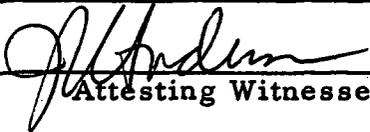
FIRST NATIONAL BANK OF MINNEAPOLIS,  
as Trustee

BY

  
\_\_\_\_\_

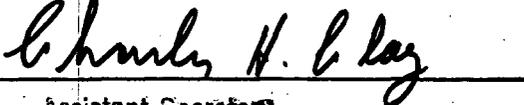
Signed, sealed and delivered by  
First National Bank of Minneapolis  
in the presence of:

  
\_\_\_\_\_

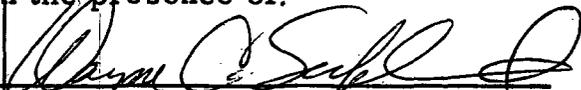
  
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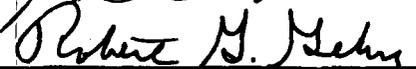
Attesting Witnesses

ATTEST:

  
\_\_\_\_\_

Assistant Secretary  
Signed, sealed and delivered by  
Soo Line Railroad Company  
in the presence of:

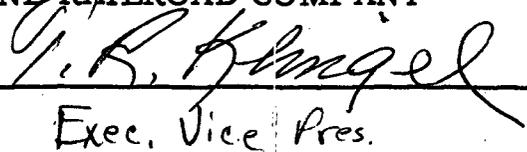
  
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Attesting Witnesses

SOO LINE RAILROAD COMPANY

BY

  
\_\_\_\_\_

Exec. Vice Pres.

