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MINNESOTA COMMERCE COMMISSION

SUPPLEMENT NO. 1 to Lease of Railroad Equipment No. 1 dated as of January 15, 1976, between Indiana & Michigan Electric Company (hereinafter called the Lessee) and First Security Bank of Utah, N.A., not in its individual capacity, but acting solely as Trustee under an Owner Trust Agreement dated as of the date hereof (hereinafter called the Trust Agreement) with Northwestern National Bank of Minneapolis and International Paper Leasing Corporation (said bank, so acting, being hereinafter called the Lessor).

WHEREAS the Lessee and the Lessor have entered into a Lease of Railroad Equipment No. 1 dated as of January 15, 1976 (hereinafter called the Lease); and

WHEREAS the parties hereto now desire to supplement the Lease;

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

1. Schedule A to the Lease is deleted in full and Schedule A-1 attached hereto is substituted therefor in accordance with the first Whereas clause of the Lease.

2. Except as amended hereby, the Lease, its Schedules, Annexes and Exhibits shall each remain unaltered and in full force and effect.

3. This Supplement may be executed in several counterparts, such counterparts together constituting but one and the same instrument, and shall be effective as of January 15, 1976. It shall not be necessary that any counterpart be signed by all the parties.

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.

INDIANA & MICHIGAN ELECTRIC COMPANY,

by

Vice President

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity,
but solely as Trustee,

by



Authorized Officer

SCHEDULE A-1

Lease (No. 1)
Supplement No. 1

<u>Number of Units</u>	<u>Description of Units</u>	<u>Lessee's Identifying Nos.</u>	<u>Cost Per Unit</u>	<u>Total Cost</u>
225	100-Ton Triple Hopper Cars	2601-2825 (both inclusive)	\$29,539.52*	\$6,646,392.00*

* An inspection charge of \$30 per car is included.

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WHEREAS the parties hereto now desire to supplement the Lease;

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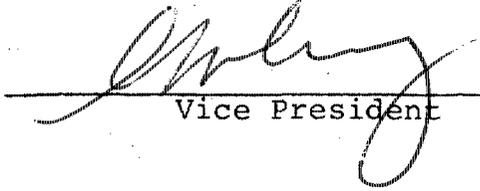
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