

CHICAGO AND



TRANSPORTATION COMPANY

RECEIVED

MAY 2 9 25 AM '77

BERNARD J. ALLEN
DIANE KOHLER-RAUSCH
JOAN A. SCHRAMM
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER
312/454-6534

April 29, 1977

I. C. C.
FEE OPERATION BR.

File No.: A-9988

7-122A
MAY 2 1977
Date
Fees
ICS Washington, D. C.

BY MESSENGER

Interstate Commerce Commission
Washington, D. C. 20423
Attn: Mr. Robert L. Oswald, Secretary

RECORDATION NO. 8760-A Filed & Recorded

MAY 2 1977-9 30 AM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Pursuant to Section 20c of the Interstate Commerce Act, as amended, attached for recordation are Counterparts of 1st Amendment to Lease dated as of 1/31/77 which was assigned Recordation No. 8760.

The names and addresses of the parties to the transaction are as follows:

1. Chicago and North Western Transportation Company, 400 West Madison Street, Chicago, IL 60606, Lessee.
2. CI General Equipment Leasing Corp., 231 South LaSalle Street, Chicago, IL 60693, Lessor.

Enclosed is our check for \$10.00 to cover your recording fee. Please return all but one Counterpart showing your recordation data.

Very truly yours,

Diane Kohler-Rausch
Assistant Secretary

dk:db
encls.

- cc: R. L. Schardt*
R. D. Smith
S. Slobidsky*
T. Greenland
R. F. Guenther, Attn: J. James*
D. E. Stockham, Attn: R. S. Brenner*
Arthur Andersen & Co., Attn: Gary Holdren*

*with copy of agreement

Counterpart C.H. Kunkel

RECORDATION NO. 8760-A Filed & Recorded

FIRST AMENDMENT TO
LEASE AGREEMENT
DATED AS OF JANUARY 31, 1977

MAY 2 1977-9 30 AM

INTELLIGENCE COMMERCIAL COMMISSION

This Agreement, dated as of April 28, 1977 is entered into between CI GENERAL EQUIPMENT LEASING CORPORATION ("Lessor"), and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY ("Lessee").

WHEREAS, Lessor and Lessee have entered into a Lease Agreement dated as of January 31, 1977 ("Lease Agreement"); and

WHEREAS, the parties now desire to amend the Lease Agreement in certain respects.

NOW, THEREFORE, the parties hereto agree as follows:

1. The last sentence of Section 1 of the Lease Agreement is amended to read as follows:

"The aggregate cost for the Equipment ("Lessor's Cost of Equipment") shall not exceed \$984,150."

2. Exhibit A to the Lease Agreement is amended to read as follows:

"EXHIBIT A

EQUIPMENT

<u>QUANTITY</u>	<u>EQUIPMENT DESCRIPTION</u>	<u>CHICAGO AND NORTH WESTERN IDENTIFICATION NUMBER</u>	<u>APPROXIMATE COST</u>
3	Tie Tampers	17-2869 17-2870 17-2871	\$112,000
2	Tamping Power Jacks	17-2872 17-2873	\$113,650
1	Tamper Maintainer	17-2874	\$ 28,550
3	Hy-Rail Rubber Tired Tractor/Backhoes	17-2899 17-2900 17-2901	\$ 69,500
2	15-Ton Hy-rail Truck Cranes	17-2878 17-2879	\$243,950
2	Speed Swings	17-2926 17-2927	\$153,700
1	Motor Grader	17-2920	\$ 56,400
12	Air Compressors	17-2908 17-2909 17-2910 17-2911 17-2912 17-2913 17-2914 17-2915 17-2916 17-2917 17-2918 17-2919	\$ 71,250
2	Tractor - Compressors	17-2921 17-2922	\$ 50,900
1	GO-4 Crossing Undercutter	17-2924	\$ 84,250
		TOTAL	<u>\$984,150"</u>

3. Except as amended hereby, the Lease Agreement remains in full force and effect unamended, unaltered, and unrepealed.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed and their corporate seals to be affixed hereto all as of the date first above written.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY (Lessee)

(Corporate Seal)

ATTEST:

Diane Kohler-Rausch
Assistant Secretary

By *R. L. Schardt*
Title: Treasurer

CI GENERAL EQUIPMENT LEASING
CORPORATION (Lessor)

(Corporate Seal)

ATTEST:

* *J. M. Naull*
Asst. Secretary

By *Stan P. Schaeff*
Title: VP W.P.

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 29th day of April, 1977, before me personally appeared R. L. Schmitt, to me personally known, who being by me duly sworn, says that he is Treasurer of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret Hanlon
Notary Public

MARGARET HANLON
Notary Public
Du Page Co. Illinois

(SEAL)

My Commission Expires: My Commission Expires Feb. 25, 1978

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 28th day of April, 1977, before me personally appeared Sean P. Schraefflin, to me personally known, who being by me duly sworn, says that he is 2nd VP, of CI GENERAL EQUIPMENT LEASING CORPORATION, one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Adam E. Szurlo
Notary Public

ADAM E. SZURLO
538 NO. GARFIELD
LOMBARD, ILL. 60148

(SEAL)

My Commission Expires: Dec 10, 1979