

RECORDATION No. 2717-14 Filed & Recorded

SUPPLEMENT dated as of February 19, 1975,

FEB 24 1975 - 3 30 PM

~~INTERSTATE COMMERCIAL BANK~~

between THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (hereinafter called the Trustee), and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called the Railroad).

WHEREAS the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of September 15, 1974, (hereinafter called the Equipment Trust Agreement), covering construction and transfer to the Trustee of title to the railroad equipment described in Schedule A thereto (hereinafter called the Trust Equipment) which the Trustee shall lease to the Railroad pursuant to the terms of the Equipment Trust Agreement;

WHEREAS Chicago and North Western Transportation Company Equipment Trust No. 1 Certificates of 1974 (hereinafter called Trust Certificates) have been issued and sold in an aggregate principal amount not exceeding \$7,200,000;

WHEREAS the Trustee and the Railroad now desire to supplement the Equipment Trust Agreement as provided therein to substitute certain Trust Equipment specifically covered thereby by certain other Trust Equipment described herein; and

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

1. Schedule A of the Equipment Trust Agreement is hereby amended to include only the Trust Equipment described in Schedule A hereto.

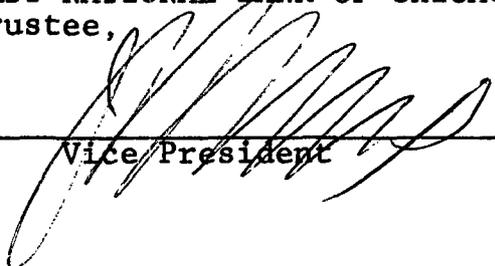
2. The Railroad will promptly cause this Supplement to be filed, recorded and deposited in like manner as the Equipment Trust Agreement.

3. Except as amended hereby, the Equipment Trust Agreement shall remain unaltered and in full force and effect.

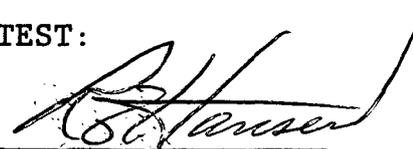
IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee,

By


Vice President

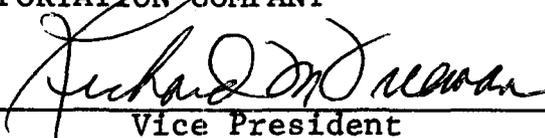
ATTEST:


Trust Officer

(Corporate Seal)

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

By


Vice President

ATTEST:


Assistant Secretary

(Corporate Seal)

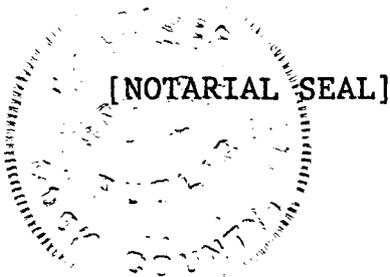
STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this *19th* day of February, 1975, before me personally appeared **J. R. GRIMES** to me personally known, who, being by me duly sworn, says that he is a Vice President of The First National Bank of Chicago, 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.

My Commission expires **MAR 27 1977**

F. Kaiser

Notary Public



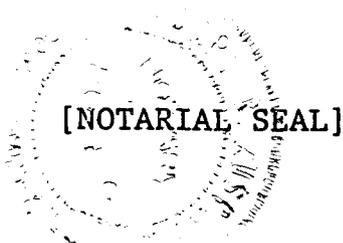
STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this *19th* day of February, 1975, before me personally appeared *Richard M. Freeman* to me personally known, who, being by me duly sworn, says that he is a Vice President of Chicago and North Western Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of the 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.

My Commission expires August 22, 1977

Albert R. Zuppan

Notary Public



CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

EQUIPMENT TRUST NO. 1 of 1974
 DATED AS OF SEPTEMBER 15, 1974

Schedule A

Item 1: Description of Equipment

No. of Units	Description	Locomotive Numbers	Estimated Unit Cost	Estimated Total Cost
15	EMD-Diesel Electric Locomotives 3,000 H.P., Model SD40-2	6891- 6905	\$435,765.61	\$6,536,484.15
7	EMD-Diesel Electric Locomotives 2,000 H.P.,	6650- 6656	353.372.61	2,473.608.27
				<hr/> \$9,010,092.42

Item 2: Installments of principal payable on September 15 in each year beginning September 15, 1975 and ending September 15, 1989, both inclusive.

Item 3: CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY EQUIPMENT TRUST NO. 1 of 1974; THE FIRST NATIONAL BANK OF CHICAGO, TRUSTEE, OWNER AND LESSOR.