

RECORDATION NO. 7281-C
Filed & Recorded
APR 23 1974 - 2 35 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

This amendment dated April 22, 1974 to Lease of Railroad Equipment dated December 13, 1973 (hereinafter called "Lease") between FCB LEASING LTD., a corporation of the State of Delaware (hereinafter called "Lessor"), and the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, a Wisconsin Corporation, (hereinafter called "Lessees"),

WITNESSETH:

WHEREAS, Lessor and Lessees have entered into the Lease;
and

WHEREAS, Lessor and Lessees have agreed to change the description of equipment covered by the Lease;

NOW, THEREFORE, Annex A to the amendment is hereby substituted for Exhibit A to the Lease.

IN WITNESS WHEREOF, Lessor has caused this Amendment To Lease Of Railroad Equipment to be executed in its corporate name, by one of its officers thereunto duly authorized and its corporate

seal to be hereunto affixed and duly attested, and Lessees have caused this Lease to be executed.



FCB LEASING LTD.

By *Paul H. O'Leary*

ATTEST:

Robert E. Mills
Secretary

CHICAGO, MILWAUKEE, ST. PAUL AND
PACIFIC RAILROAD COMPANY

By _____

WITNESS:

Secretary

STATE OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this 19th day of April, 1974, before me personally appeared Paul F. Ocho, Jr., to me personally known who, being by me duly sworn, said that he is a Senior Vice President of FCB LEASING LTD., that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation this day 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.



Notary Public

RECEIVED
FEB 21 1974



STATE OF)
) SS
COUNTY OF)

On this _____ day of _____, 1974, before me personally appeared _____, to me personally known, who being by me duly sworn said that he is _____ of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, that the foregoing instrument was signed by him this day on behalf of and 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.

Notary Public

seal to be hereunto affixed and duly attested, and Lessees have caused this Lease to be executed.

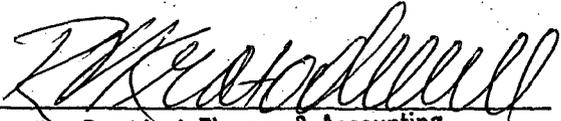
F²CB LEASING LTD.

By _____

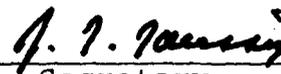
ATTEST:

Secretary

CHICAGO, MILWAUKEE, ST. PAUL AND
PACIFIC RAILROAD COMPANY

By 
Vice President-Finance & Accounting

WITNESS:


Secretary

STATE OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this day of , 1974, before me
personally appeared , to me personally
known who, being by me duly sworn, said that he is a
of FCB LEASING LTD., that the seal affixed to the foregoing
instrument is the corporate seal of said Corporation, that said
instrument was signed and sealed on behalf of said Corporation this
day 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.

Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 19th day of April , 1974, before me
personally appeared R. F. Kratochwill , to me personally
known, who being by me duly sworn said that he is Vice President-Finance &
Accounting of the Chicago, Milwaukee, St. Paul and Pacific Railroad
Company, Debtor, that the foregoing instrument was signed by him
this day on behalf of and 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.



David H. Stengel

Notary Public

ANNEX A

<u>Quantity</u>	<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Lessee's Numbers</u>	<u>Total Base Price</u>	<u>Unit Base Price</u>	<u>Estimated Time of Delivery at River Rouge, Michigan</u>
35 (1)	Stack Pack Car Sets	Whitehead & Kales Container Model AB 8003	Whitehead & Kales Company Detroit, Mich.	MILU- \$ 633,000-633,139 inclusive	560,910.00	60 Containers at \$ 4,006.50 80 Containers at \$ 4,019.00	80 Stack Pack Cars on Dec 21, 1973--60 Stack Pack Cars on Feb. 21, 1974.
66	Bi-Level Super-structure Auto Racks	Whitehead & Kales Model AB 15150	Whitehead & Kales Company Detroit, Mich.	52713- \$ 52744 inclusive (2 consecutive numbers per Rack) Other numbers, See FN (2)	498,682.80	\$ 7,555.80	16 Racks on April 26, 1974 50 Racks on May 15, 1974
65	Fully Enclosed Tri-Level Auto Racks	Whitehead & Kales Model AB 15150			\$ 1,316,250.00	\$20,250.00	June 28, 1974

- 1) Four Stack Pack Containers equal One Stack Pack Car Set
- 2) Lessee's Road Numbers not available until after Manufacture