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## INTERSTATE COMMERCE COMMISSION

AMENDMENT dated as of December 1, 1975, to LEASE OF RAILROAD EQUIPMENT dated as of December 1, 1975, between WCTU RAILWAY COMPANY, an Oregon corporation (hereinafter called the Lessee), and AMERICAN SECURITY AND TRUST COMPANY, N.A., acting as Trustee under an Owner Trust Agreement dated as of the date hereof (hereinafter called the Trust Agreement) with Chemical Bank and International Paper Leasing Corporation (said national banking association so acting being hereinafter called the Lessor, and said corporations individually and collectively being hereinafter called the Beneficiary).

WHEREAS the parties hereto have entered into a Lease of Railroad Equipment dated as of the date hereof (hereinafter called the Lease), with respect to the leasing of certain units of railroad equipment (hereinafter called the Equipment) by the Lessor to the Lessee; and

WHEREAS the Lessor has assigned the Lease for security purposes to First Security Bank of Utah, N.A., acting as agent (hereinafter called the Agent) under a Participation Agreement dated as of the date hereof pursuant to an Assignment of Lease and Agreement (hereinafter called the Lease Assignment) and the Lessee has consented to the Lease Assignment pursuant to a Lessee's Consent and Agreement; and

WHEREAS the Beneficiaries have authorized and directed the Lessor to enter into an amendment of the Lease with respect to certain matters as set forth more fully herein pursuant to a Letter Agreement dated as of December 1, 1975; and

WHEREAS the Agent has consented to the Lessee's entering into an amendment of the Lease with respect to certain matters as set forth more fully herein pursuant to a Trustee's Consent to Amendment of Lease dated as of the date hereof; and

WHEREAS the parties hereto desire to amend the Lease in certain respects as set forth more fully herein;

NOW, THEREFORE, in consideration of the rentals to be paid and the mutual covenants and agreements hereinafter mentioned to be kept and performed, the parties hereto hereby

agree as follows:

1. Schedule A to the Lease is hereby amended in its entirety to read as set forth in Schedule A to this Amendment.

2. The Lessee, at its own expense, will cause this Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

WCTU RAILWAY COMPANY,

by

Treasurer

[Corporate Seal]

Attest:

W. M. Owen  
Assistant Secretary

AMERICAN SECURITY AND TRUST COMPANY,  
N.A., as Trustee,

by

  
Vice President

[Seal]

Attest:

Charles A. Grindle  
Assistant Secretary

SCHEDULE A TO LEASE

<u>Type and AAR Mechanical Designation</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>
50' 7-1/4" 70-ton single sheath box car; AAR Mechanical Designation XM	250	WCTR 101250-101499



DISTRICT OF COLUMBIA, ) ss.:

On this 28<sup>th</sup> day of June 1976, before me personally appeared R. D. LORINI to me personally known, who, being by me duly sworn, says that he is Vice President of AMERICAN SECURITY AND TRUST COMPANY, N.A., that one of the seals affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association 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 association.

Gladys B. Fitzgerald  
Notary Public

[Notarial Seal]

My Commission expires

: October 31, 1976