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ONE FIRST NATIONAL PLAZA

CHICAGO 60603

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WASHINGTON, D.C. OFFICE

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RECORDATION NO. 9136
AUG 3 1979 - 10 3 AM
FILED 1423
INTERSTATE COMMERCE COMMISSION

WRITER'S DIRECT DIAL NUMBER

(312) 558-6620

July 30, 1979

3734-77-22
9-215A041

AUG 3 1979
Date _____ = 30
Fees \$ 50.00 - 20 = 30

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

REGISTERED MAIL - Return Receipt Requested

Re: Lease of equipment to the Chicago, Milwaukee, St. Paul and Pacific Railroad Company

Dear Sir:

Enclosed herewith for filing on behalf of the Regional Transportation Authority with respect to that certain "Equipment Lease Between the Chicago, Milwaukee, St. Paul and Pacific Railroad Company and Regional Transportation Authority," dated October 6, 1977, previously filed with you (recordation No. 9136, December 27, 1977), please find one original and two certified copies of:

- a) "Equipment Lease Supplement No. 8," dated December 18, 1978; and
- b) "Equipment Lease Supplement No. 9," dated February 19, 1979.

FEE OPERATION BR
I.C.C.
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RECEIVED

Interstate Commerce Commission
July 30, 1979
Page Two

Also enclosed is this firm's check for \$50.00 for the filing fee.

The parties to the lease and lease supplements are the Regional Transportation Authority of Illinois, 300 North State Street, Chicago, Illinois and the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, 516 West Jackson Boulevard, Chicago, Illinois 60606.

The equipment covered by the lease supplements are ten bi-level commuter cars more particularly described as follows:

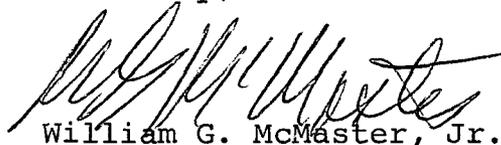
A.A.R. mechanical description: Bi-level
commuter cars.
Manufacturer: Budd Company
Description: RTA Specification 76-15
Manufacturer's numbers: 9655-830/9679-830-7333
9655-830/9679-830-7334
9655-830/9679-830-7335
9655-830/9679-830-7337
9655-830/9679-830-7338

RTA Numbers: 7333 7337
7334 7338
7335

Quantity: Ten
Identifying marks: "Regional Transportation Authority-
Owner"

Please call me if you have any questions with respect to these documents.

Sincerely,



William G. McMaster, Jr.

WGM:daw
Enc.
cc: Ron Ward

APPENDIX A

EQUIPMENT LEASE SUPPLEMENT NO. 8

This Equipment Lease Supplement No. 8 is entered into as of December 18, 1978, by and between the REGIONAL TRANSPORTATION AUTHORITY ("Authority"), and STANLEY E. G. HILLMAN, TRUSTEE, of the property of the CHICAGO, MILWAUKEE, ST. PAUL and PACIFIC RAILROAD COMPANY ("Railroad").

1. The purchase by the Authority of the Equipment described in this Equipment Lease Supplement has been funded in part by the URBAN MASS TRANSPORTATION ADMINISTRATION of the UNITED STATES DEPARTMENT of TRANSPORTATION ("UMTA") (Project IL-03-0049), and by the ILLINOIS DEPARTMENT of TRANSPORTATION ("IDOT") (Project CAP-75-065-FED).

2. The Authority and Railroad have entered into an Equipment Lease Agreement dated NOVEMBER 7, 1977 ("Equipment Lease Agreement"), which provides for the execution and delivery from time to time of Equipment Lease Supplements in the form hereof for the purpose of leasing railroad bi-level commuter cars and locomotives under the Equipment Lease Agreement as and when delivered by the Authority to Railroad in accordance with the terms thereof.

3. The Authority hereby delivers and leases to Railroad under the Equipment Lease Agreement, and Railroad hereby accepts and leases from the Authority under the Equipment Lease Agreement, on this date, the following described Units (the Delivered Units).

Manufacturer: The Budd Company
Description: Bi-Level Commuter Car
Specifications: RTA 76-15
Manufacturer's numbers: 9655-830/9679-830 7324-7325-7326-7328-8257
RTA numbers: 7324-7325-7326-7328-8257 ✓
Railroad numbers: None
Funded by UMTA Project IL-03-0049 and IDOT Project CAP-75-065-FED.

Manufacturer's numbers:

RTA numbers:

Railroad numbers:

Funded by UMTA Project IL-03-0049 and IDOT Project CAP-75-
065-FED.

4. Railroad hereby confirms to the Authority that, as between Railroad and the Authority, Railroad has accepted the Delivered Units for all purposes of this Equipment Lease Supplement and of the Equipment Lease Agreement. Railroad hereby certifies and acknowledges that each Delivered Unit (a) has been delivered to, and inspected by, Railroad, (b) is of a size, design, capacity and manufacture acceptable to Railroad for lease under this Equipment Lease Supplement and the Equipment Lease Agreement, (c) is suitable for Railroad's purposes, and (d) is in good working order, repair and condition.

5. All of the terms and provisions of the Equipment Lease Agreement are hereby incorporated by reference in this Equipment Lease Supplement to the same extent as if fully set forth herein.

IN WITNESS WHEREOF, the Authority and Railroad have caused this Equipment Lease Supplement to be duly executed as of the date and year first written above.

REGIONAL TRANSPORTATION AUTHORITY

By: *B. J. Ford*

MR. STANLEY E. G. HILLMAN, TRUSTEE
OF THE PROPERTY OF THE
CHICAGO, MILWAUKEE, ST. PAUL
AND PACIFIC RAILROAD COMPANY

BY *Stanley E. G. Hillman*

ACKNOWLEDGEMENT

State of Illinois)
County of Cook) SS

On this 19th day of December, 1978

before me personally appeared W. L. Smith
(Name)

to me personally known, who being by me duly sworn, says that he is the President of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, 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 by authority of Stanley E. G. Hillman, as Trustee of the property of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara Gembala
(Title of Officer)

(SEAL)

My commission expires December 28, 1980

