

DEC 31 1975-11 15 AM

INTERSTATE COMMERCE COMMISSION
THIRD AMENDMENT TO LEASE GROUP NO. 3

THIRD AMENDMENT TO LEASE GROUP NO. 3 dated as of November 15, 1975, by and between UNITED STATES RAILWAY EQUIPMENT CO., an Illinois corporation ("United") and WILLIAM M. GIBBONS, Trustee ("Trustee") of the Property of CHICAGO ROCK ISLAND AND PACIFIC RAILROAD COMPANY, a Delaware corporation, Debtor ("Debtor").

WITNESSETH THAT:

WHEREAS, United, as lessor, and Debtor, as lessee have heretofore entered into that certain Lease Group No. 3 dated January 15, 1974 (ICC Rec. No. 7307), as amended by that certain First Amendment to Lease Group No. 3 dated as of October 1, 1975, between United and the Trustee (ICC Rec. No. 7307-A) and that certain Second Amendment to Lease Group No. 3 dated as of October 30, 1975, between United and the Trustee (ICC Rec. No. 7307-B) (collectively the "Lease") covering three hundred sixty four (364) 50 ton 40'6" steel sheathed boxcars with 6' sliding doors ("Cars"); and

WHEREAS, the Lease was adopted and affirmed by the Trustee pursuant to Order No. 9 dated April 25, 1975, of the United States District Court for the Northern District of Illinois, Eastern Division, in In the Matter of Chicago Rock Island and Pacific Railroad Company, Debtor, No. 75 B 2697; and

WHEREAS, Trustee wishes to substitute certain railroad cars of the same type, age and condition as the Cars leased under the Lease, for certain of such Cars and United is agreeable thereto, all upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, IT IS AGREED:

1. Appendix A of the Lease is amended by deleting from the old RI Car Numbers the car number set forth in Column A below and substituting for each such car number so deleted the car number set forth opposite such deleted car number in Column B below:

<u>Column A</u>	<u>Column B</u>
22132	22927
22216	22963
22272	22972
22432	22973
22491	22975

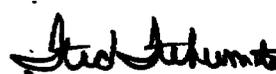
2. The remaining terms and provisions of the Lease remain in full force and effect, and the Lease as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, United and the Trustee have duly executed this Third Amendment to Lease Group No. 3 as of the day, month and year first above written.

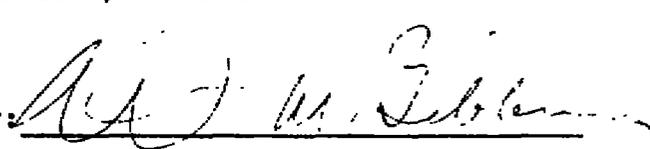
UNITED STATES RAILWAY EQUIPMENT CO.

By: 
J. E. Stevenson President

ATTEST:


Jack Schmitt Secretary

WILLIAM M. GIBBONS, Trustee of
the Property of CHICAGO, ROCK
ISLAND AND PACIFIC RAILROAD
COMPANY, Debtor

By: 

STATE OF ILLINOIS)
COUNTY OF COOK)

On this 7th day of September, 1975, before me personally appeared G. J. Johnsonson and Fred Fukumoto, to me personally known, who being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of United States Railway Equipment Co., 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 its Board of Directors, and that they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edmund M. Kruger
Notary Public

My Commission Expires: 6-25-75

STATE OF ILLINOIS)
COUNTY OF COOK)

On this 26th day of November, 1975, before me personally appeared WILLIAM M. GIBBONS, to me personally known, who being by me duly sworn, says that he is the Trustee of Chicago, Rock Island and Pacific Railroad Company, Debtor; that said instrument was signed and sealed by said Trustee and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trustee.

William M. Gibbons
Notary Public

My Commission Expires: Oct. 26, 1977