

7310-C

RECORDATION NO. _____ Filed & Recorded

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THIRD AMENDMENT INTERSTATE COMMERCE COMMISSION

THIRD AMENDMENT dated as of August 15, 1974, by and between UNITED STATES RAILWAY EQUIPMENT CO., an Illinois corporation ("United") and CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, a Delaware corporation ("Rock Island").

WITNESSETH THAT:

WHEREAS, United, as lessor, and Rock Island, as lessee, have heretofore entered into that certain Lease - Group No. 5 dated January 15, 1974 (ICC Rec. No. 7310), as amended by First Amendment dated as of April 15, 1974 (ICC Rec. No. 7310-A) and Second Amendment dated as of July 15, 1974 (ICC Rec. No. 7310-B) ("Lease") covering one hundred fifty (150) 50 ton 50'6" steel sheathed boxcars with 6' sliding doors ("Cars"); and

WHEREAS, Rock Island 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 deleting from the Old RI Car Numbers the car numbers 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:

Column A

Column B

24029
24110
24298
24115
24576

24751
24756
24790
24831
24836

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 Rock Island have duly executed this Second Amendment as of the day, month and year first above written.

UNITED STATES RAILWAY EQUIPMENT CO

By: *Ralph E. Hill*
Vice President

ATTEST:

Frank R. Leab
Assistant Secretary

CHICAGO, ROCK ISLAND AND PACIFIC
RAILROAD COMPANY

By: *J. J. Asch*
Chairman

ATTEST:

E. F. Wilkinson
Secretary

STATE OF ILLINOIS)
COUNTY OF COOK)

On this 20th day of September, 1974,
before me personally appeared Ralph E. Bell and
Paul B. Leak, to me personally known, who
being by me duly sworn, say that they are Vice President
and Assist. 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 acknow-
ledged that the execution of the foregoing instrument was the
free act and deed of said corporation.

Walter E. Gander
Notary Public

My Commission Expires: June 11, 1975

STATE OF ILLINOIS)
COUNTY OF COOK)

On this 21st day of August, 1974,
before me personally appeared T. E. DESCH and
E. F. WILKINSON, to me personally known,
who being by me duly sworn, say that they are _____
Chairman and _____ Secretary, respectively, of
Chicago, Rock Island 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 its
Board of Directors, and that they acknowledged that the exe-
cution of the foregoing instrument was the free act and deed
of said corporation.

John H. Currier
Notary Public

My Commission Expires: