

OCT 3 1974 9-3 5 AM

INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT

SECOND AMENDMENT dated as of July 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. 7 dated January 15, 1974 (ICC Rec. No. 7309), as amended by First Amendment dated as of April 15, 1974 (ICC Rec. No. 7309-A), ("Lease") covering sixty (60) 50 ton 50'6" steel sheathed boxcars with 8' 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 by 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

30,400

30,425

Column B

30,378

30,449

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 Bell  
VICE President

ATTEST:

Samuel P. Peak  
Asst. Secretary

CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY

By: D E Alsch  
Chairman

ATTEST:

E. F. Wilkinson  
Secretary

STATE OF ILLINOIS )  
                          )  
COUNTY OF COOK    )

On this 1st day of August, 1974,  
before me personally appeared Ralph E. Bell and  
Paul R. Leck, 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.

Myrtle Ellen Zander  
Notary Public

My Commission Expires:

**My Commission Expires June 11, 1975**

STATE OF ILLINOIS )  
                          )  
COUNTY OF COOK    )

On this 25<sup>th</sup> day of July, 1974,  
before me personally appeared T. E. DROGH and  
E. F. WILKINSON, to me personally known,  
who being by me duly sworn, say that they are \_\_\_\_\_  
Chairman and ~~E. F. WILKINSON~~ 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. Quinn  
Notary Public

My Commission Expires: 10-1-76