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UNITED STATES RAILWAY LEASING CO.

A SUBSIDIARY OF  EVANS PRODUCTS COMPANY

TRANSPORTATION SYSTEMS & INDUSTRIAL GROUP

2200 EAST DEVON AVENUE, DES PLAINES, ILLINOIS 60018 (312) 297-3200

May 31, 1977

RECORDATION NO. ^{7261-A} Filed & Recorded

MAY 31 1977-11 20 AM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RE: First Amendment to Lease
Dated May 3, 1977

Gentlemen:

Pursuant to Section 20c of the Interstate Commerce Act and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing three (3) fully executed counterparts of the above referenced First Amendment, dated as of May 3, 1977, all as more fully described herein.

The parties to the First Amendment are:

Lessor: United States Railway Leasing Company
2200 East Devon Avenue
Des Plaines, Illinois 60018

Lessee: British Columbia Railway Co.
1095 West Pender Street
Vancouver, British Columbia

The First Amendment amends that certain Lease between the Lessor and Lessee dated July 16, 1973 and recorded with the Interstate Commerce Commission on December 6, 1973 as Recordation No. 7261. Accordingly, the First Amendment should be filed as a sub-file under that number.

Enclosed is \$10.00 on account of the recordation fee for the First Amendment.

Since the above mentioned documents are being delivered to you by hand, we would appreciate it if you

Counter part: C.T. Kowden



Office of the Secretary
Interstate Commerce Commission
Washington, D. C. 20423
May 31, 1977

could return to the person delivering the same duly stamped
copies of the documents not required to be kept by you. If
this is not possible, please return the same by mail to:

I. Walter Deitch, Esq.
ROSENTHAL AND SCHANFIELD
55 East Monroe Street, Suite 4620
Chicago, Illinois 60603

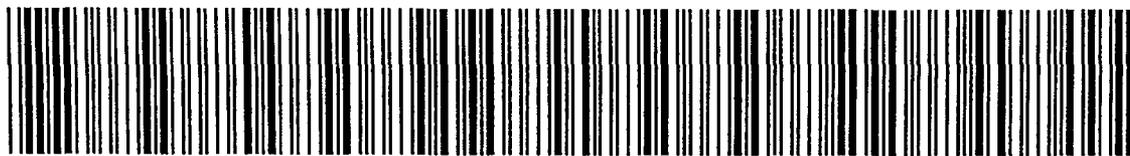
Very truly yours,

UNITED STATES RAILWAY LEASING
COMPANY

BY:


Assistant Secretary

LS:nev
Enc.



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Recordation Files

COVER SHEET END

DOT - STB Project

Interstate Commerce Commission
Washington, D.C. 20423

5/31/77

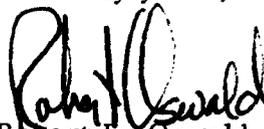
OFFICE OF THE SECRETARY

I. Walter Deitch, Esq.
Rosenthal and Schanfield
55 East Monroe Street
Suite 4620
Chicago, Illinois 60603

Dear **sir**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **5/31/77** at **11:20 a.m.**, and assigned recordation number(s) **7261-A & 7262-A**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

FIRST AMENDMENT TO LEASE

MAY 31 1977-11 20 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, UNITED STATES RAILWAY LEASING COMPANY (hereinafter called "United") and BRITISH COLUMBIA RAILWAY CO. (hereinafter called the "Lessee") have heretofore entered into that certain Lease dated July 16, 1973 (hereinafter called the "Lease") providing for the lease from United to Lessee of 250 railroad cars bearing car reporting marks BCIT 800400 through BCIT 800649, both inclusive (hereinafter called the "Cars"); and

WHEREAS, the Lease was recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act and the rules and regulations promulgated thereunder on December 6, 1973 as ICC Recordation Number 7261; and

WHEREAS, United desires to amend the Lease to restrict the use of the Cars to the United States of America and the Province of British Columbia and Lessee is agreeable thereto all upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the payment by United to the Lessee of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto hereby agree as follows:

1. Paragraph 4 of the Lease is amended by striking the phrase "in Canada" and substituting therefor the phrase "in the province of British Columbia" and by adding at the end of said Paragraph 4 the following sentence: "The foregoing restriction

on the use of Cars in the United States of America or the Province of British Columbia shall not be deemed to have been violated if there shall occur occasional and intermitent use of Cars in other provinces or territories of Canada caused by unintentional errors in routing."

2. Paragraph 24 of the Lease is amended by deleting therefrom the last sentence thereof in its entirety.
3. The remaining terms and conditions 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 Lessee have caused this FIRST AMENDMENT TO LEASE to be duly executed by their respective officers thereunto duly authorized all on and as of the 3rd day of May, 1977.

UNITED STATES RAILWAY LEASING COMPANY

By: *G. Y. Stovall*
Vice President

ATTEST:

James A. Long
Assistant Secretary

Approved
JAR

BRITISH COLUMBIA RAILWAY CO.

By: *M. G. [unclear]*
President

ATTEST:

[Signature]
DIRECTOR

Secretary

STATE OF ILLINOIS)
)
COUNTY OF C O O K)

On this 3rd day of May, 1977 before me personally appeared L. I. Solomonson, to me personally known, who being by me duly sworn says that he is Vice President of the UNITED STATES RAILWAY LEASING COMPANY, and Laurence P. Prange, to me personally known to be the Assistant Secretary of said corporation, 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My Commission Expires:

STATE OF)
)
PROVINCE OF)

~~On this _____ day of _____, 1977 before me personally appeared _____, to me personally known, who being by me duly sworn says that he is _____ President of the BRITISH COLUMBIA RAILWAY CO., and _____, to me personally known to be the Secretary of said corporation, 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.~~

~~_____
Notary Public~~

My Commission Expires:

ACKNOWLEDGMENT OF OFFICER OF A CORPORATION

I HEREBY CERTIFY that, on the 27th day of APRIL 1977 ,
at VANCOUVER , in the Province of British Columbia ,
MACKENZIE C. NORRIS who is personally known to me, appeared before me
and acknowledged to me that he is the VICE-PRESIDENT of BRITISH COLUMBIA
RAILWAY COMPANY , and that he is the person who subscribed his name
to the annexed Instrument as VICE-PRESIDENT of the said BRITISH COLUMBIA
RAILWAY COMPANY and affixed the seal of the BRITISH COLUMBIA
RAILWAY COMPANY to the said Instrument, that he was first duly authorized
to subscribe his name as aforesaid, and affix the said seal to the said
Instrument, and that such corporation is legally entitled to hold and dispose
of land in the Province of British Columbia.

IN TESTIMONY whereof I have hereunto set my Hand and
Seal of Office, at Vancouver in the Province of
British Columbia, this 27th day of April
in the year of our Lord one thousand nine hundred
and seventy-seven.



~~A Notary Public in and for the Province of
British Columbia.~~

A Commissioner for taking affidavits for
British Columbia.