

RECORDATION NO. 7302 - A Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT TO LEASE GROUP NO. 9

FIRST AMENDMENT TO LEASE GROUP NO. 9 dated as of January 25, 1976, 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").

W I T N E S S E T H, that:

WHEREAS, United, as lessor, and Debtor, as lessee, have heretofore entered into that certain Lease Group No. 9 dated January 15, 1974 (ICC Rec. No. 7302) ("Lease") covering Seventy (70) 50-ton, 50'6" steel sheathed boxcars with 9' 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:

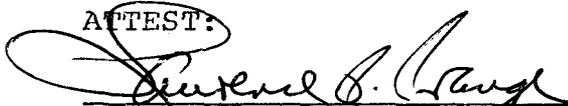
<u>Column A</u>	<u>Column B</u>
RI 30727	RI 30785
30749	30786
30758	30787
30761	30789
30762	30790
30769	30793
30771	30794
30773	30795
30776	30796
30781	30797

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 Trustee have duly executed this First Amendment to Lease Group No. 9, as of the day, month and year first above written.

UNITED STATES RAILWAY EQUIPMENT CO.

ATTEST:


Assistant Secretary

BY:


Vice President

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

BY:



