

RECORDATION NO. 7311 Filed & Recorded

NOV 18 1974 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

FIFTH AMENDMENT

FIFTH AMENDMENT dated as of October 1, 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. 11 dated January 15, 1974 (ICC Rec. No. 7311), as amended by First Amendment dated as of April 15, 1974 (ICC Rec. No. 7311-A), Second Amendment dated as of July 15, 1974, Third Amendment dated as of August 1, 1974, and Fourth Amendment dated as of September 15, 1974, ("Lease") covering four hundred (400) 70 ton 2750 cubic foot triple dump all steel open top hopper cars ("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 herein-after 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

9225
9332
9340
9373
9398
9407
9430
9431
9501
9549

Column B

9113
9260
9329
9344
9553
9560
9568
9575
9584
9590

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 Fifty Amendment as of the day, month and year first above written.

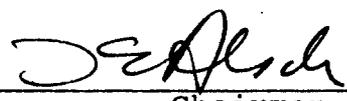
UNITED STATES RAILWAY EQUIPMENT CO.

By: 
Vice President

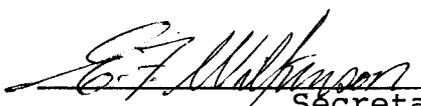
ATTEST:


Assistant Secretary

CHICAGO, ROCK ISLAND AND PACIFIC
RAILROAD COMPANY

By: 
Chairman

ATTEST:


Secretary

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 29th day of October, 1974,
before me personally appeared Paul R. Cook and
Ralph E. Bell, 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.

Franklin Jander
Notary Public

My Commission Expires: June 11, 1975

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 21st day of October, 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 Quinn
Notary Public

My Commission Expires: