

Soo Line Railroad Company



Union Station
516 West Jackson Blvd
Chicago, Illinois 60606
(312) 648-3000

April 8, 1986

REC'D 9920-A
APR 14 1986 - 11 10 AM
INTERSTATE COMMERCE COMMISSION

No. 6-104A071
Date APR 14 1986
Fee \$ 10.00
ICC Washington, D.C.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Bayne:

I have enclosed four executed and acknowledged copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to Equipment Lease, a secondary document, made as of January 1, 1986 between The Connecticut Bank and Trust Company, N.A. as lessor, and the Soo Line Railroad Company, as lessee.

The primary document to which this is connected is an Equipment Lease dated as of September 20, 1978 which was recorded at 11:05 a.m. on December 19, 1978 under recordation number 9920

The names and addresses of the parties to the Amendment to Equipment Lease are as follows:

Lessor: The Connecticut Bank and Trust Company, N.A.
One Constitution Plaza
Hartford, Connecticut 06115-1600

Lessee: Soo Line Railroad Company
Soo Line Building
Box 530
Minneapolis, MN 55440

A description of the equipment covered by the document follows:

Twenty (20) auto parts box cars bearing MILW numbers 4292 to 4311, inclusive.

A fee of \$10.00 is enclosed. Please return one original and any extra copies not needed by the Commission for recordation, together with the notation acknowledging that it has been filed pursuant to 49 U.S.C. §11303 and pertinent recordation information to the undersigned at Soo Line Railroad Company, 888 Union Station Building, 516 West Jackson Boulevard, Chicago, IL 60606.

Mr. James H. Bayne
April 8, 1986
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A short summary of the document to appear in the index follows:

Amendment to Equipment Lease between The Connecticut Bank and Trust Company, N.A., not in its individual capacity but solely as trustee and lessor, One Constitution Plaza, Hartford, Connecticut 06115-1600, and Soo Line Railroad Company, as successor-lessee, dated as of January 1, 1986 and covering 20 auto parts box cars bearing MILW numbers 4292 to 4311, inclusive.

The principle purpose of this Amendment to Equipment Lease is to reflect the substitution of the Soo Line Railroad Company for the Trustee of the property of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, as lessee under the subject Equipment Lease.

Thank you for your cooperation.

Very truly yours,

Michael D. Sullivan

Michael D. Sullivan
General Solicitor-Corporate
Soo Line Railroad Company

MDS/mef

cc: Ms. Virginia Kreuzscher
Mr. S. Ronald Stone

Interstate Commerce Commission
Washington, D.C. 20423

4/14/86

OFFICE OF THE SECRETARY

Michael D. Sullivan
General Solicitor Corporate
Soo Line Railroad Company
Union Station
516 W. Jackson Blvd.
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/14/86 at 11:10am and assigned re-
recording number(s). 9920-A

Sincerely yours,


Secretary

Enclosure(s)

9920-A
REGISTRATION NO. 1428

APR 14 1986 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO EQUIPMENT LEASE

This Amendment to Equipment Lease is made as of January 1, 1986, by and between The Connecticut Bank and Trust Company, N.A., not in its individual capacity but solely as Trustee, lessor (hereinafter called "Lessor"), having an office at One Constitution Plaza, Hartford, Connecticut 06115-1600, and the Soo Line Railroad Company, a Minnesota corporation, lessee (hereinafter called "Soo" or "Lessee"), having an office at Soo Line Building, P.O. Box 530, Minneapolis, Minnesota 55440.

WITNESSETH:

WHEREAS, the Lessor and Stanley E. G. Hillman, as Trustee of the property of the Chicago Milwaukee, St. Paul and Pacific Railroad Company, Debtor, as lessee (hereinafter called "Chicago Milwaukee"), entered into that certain Equipment Lease dated as of September 20, 1978 covering 20 auto parts boxcars (hereinafter called "the Lease"); and

WHEREAS, on February 19, 1985, The Milwaukee Road Inc., a Minnesota corporation (then known as SLRCO, Inc.), acquired certain operating rail assets, and related obligations, including the Lease, from Richard B. Ogilvie, Trustee of the property of the Chicago Milwaukee, pursuant to Order No. 809 of the United States District Court for the Northern District of Illinois, Eastern Division (No. 77 B 8999) and an Asset Purchase Agreement, as amended, between the parties, and The Milwaukee Road Inc. continued as lessee under the Lease; and

WHEREAS, The Milwaukee Road Inc. was merged into the Soo as of 11:59 p.m. on December 31, 1985 pursuant to applicable Minnesota law; and

WHEREAS, as permitted under the Lease, the Soo as successor-Lessee, as aforesaid, has succeeded to all of the rights, duties and obligations of the Chicago Milwaukee under said Lease, and the parties hereto desire to amend the Lease to reflect the aforesaid transfer of the Lease and the rights in and to the equipment thereunder and possession of the equipment to the Soo, and the due assumption of the obligations of the Chicago Milwaukee under the Lease by the Soo;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

1. The Lease is hereby amended to substitute the Soo Line Railroad Company, a Minnesota corporation, for the Chicago Milwaukee, as Lessee under the Lease.

2. The Soo, at its expense and at the request of Lessor, will promptly cause this Amendment to be filed and recorded with the Interstate Commerce Commission under Section 11303 of the Interstate Commerce Act.

3. The Soo hereby assumes all obligations of the Chicago Milwaukee in and under the Lease.

4. Any notices required or permitted to be made or given to the Lessee under the Lease shall be given to the Soo at:

Soo Line Railroad Company
Soo Line Building
P.O. Box 530
Minneapolis, MN 55440

Attn: Mr. Earl J. Currie
Executive V.P. Operations

or at such other address as the Soo shall hereafter designate in writing.

5. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

[CORPORATE SEAL]

ATTEST:

THE CONNECTICUT BANK AND TRUST
COMPANY, N.A., not in its individual
capacity but solely as Trustee,
lessor.

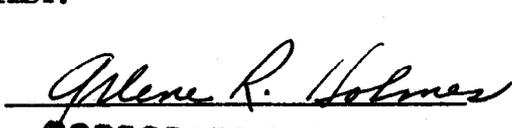
By 
ASST SECY
(Title)

By 
ASSISTANT VICE PRESIDENT
(Title)

[CORPORATE SEAL]

ATTEST:

SOO LINE RAILROAD COMPANY

By 
CORPORATE SECRETARY
(Title)

By 
Executive Vice President Operations
(Title)

STATE OF CONNECTICUT)
) SS
COUNTY OF HARTFORD)

On this 12th day of MARCH, 1986, before me personally appeared V. Kreuscher, to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of The Connecticut Bank and Trust Company, N.A.; that one of the seals 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 he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Earla Mae Sheppard
Notary Public EARLA MAE SHEPPARD
NOTARY PUBLIC
My commission expires: MY COMMISSION EXPIRES MARCH 31, 1989

(Notarial Seal)

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 27th day of March, 1986, before me personally appeared Earl J. Currie, to me personally known, who, being by me duly sworn, says that he is Exec. VP Operations of Soo Line Railroad Company; that one of the seals 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 he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Julie R. Mart
Notary Public

(Notarial Seal)

My commission expires: 7-20-88

