

Soo Line Railroad Company



Soo Line Building  
Box 530  
Minneapolis, Minnesota 55440  
(612) 332-1261

CHARLES H. CLAY  
Executive Vice President

RECORDATION NO. 10330 A  
Filed 1426

JUN 17 1983 12 40 PM

June 15, 1983

INTERSTATE COMMERCE COMMISSION

Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. 3-168A040  
Date JUN 17 1983  
10.00  
Washington, D. C.

RECEIVED  
JUN 17 1983  
OPERATION DEPT.

Dear Ms. Mergenovich:

There are transmitted to you herewith for recording under Section 20c of the Interstate Commerce Act three executed counterparts of Supplemental Lease of Railroad Equipment supplementing the following Equipment Trust:

Soo Line Railroad Equipment Trust of 1979.

Pursuant to Section 1116.1 et seq. of the Rules and Regulations adopted by the Commission, as amended, the following information is shown:

Vendors' names are G. J. Johnston and A. Palmer, whose address is care of Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, P.O. Box 2258, Baltimore, MD 21203.

Trustee-Owner-Lessor is Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, P.O. Box 2258, Baltimore, MD 21203.

Lessee is Soo Line Railroad Company, 800 Soo Line Building, Minneapolis, MN 55440.

Guarantor of Equipment Trust Certificates is Soo Line Railroad Company, 800 Soo Line Building, Minneapolis, MN 55440.

The last recordation number assigned by the Commission with respect to said Equipment Trust was Recordation No. 10330.

A general description of the equipment covered by the Supplemental Lease to said Equipment Trust is as follows:

<u>No. of Units</u>	<u>Description of Equipment</u>	<u>Name of Builder</u>
1	Model GP 38-2 diesel electric locomotive of 2,000 H.P. rating, bearing Soo Line Road Number 4452.	General Motors Corporation (Electro-Motive Division)

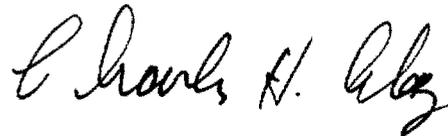
The identifying marks of the equipment listed above are the trade name "Soo Line" or "Soo", together with the numbers shown above.

There is also transmitted this Company's voucher in the amount of \$10.00, which is the recording fee required by Section 1116.3(d):

Supplemental Lease of Railroad Equipment. . . \$10.00

This letter of transmittal is signed by an executive officer of this Company having knowledge of the matters set forth therein, and the original documents bearing recording data should be returned to him.

Very truly yours,



CHC/sjp  
Enclosure

SOO LINE RAILROAD  
EQUIPMENT TRUST OF 1979

RECORDATION NO. 10330-1A  
JUN 17 1983 2:49 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

SUPPLEMENTAL TO LEASE OF RAILROAD EQUIPMENT, dated as of May 1, 1979, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a corporation duly incorporated and existing under the laws of the State of Maryland (hereinafter called the "Trustee"), party of the first part, and SOO LINE RAILROAD COMPANY, a corporation duly organized and existing under the laws of the State of Minnesota (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Agreement and Lease, each dated as of May 1, 1979, there was constituted Soo Line Railroad Equipment Trust of 1979; and whereas pursuant to the provisions of said Agreement, certain railroad equipment was transferred by G. J. Johnston and A. Palmer, Vendors, to the Trustee, and by said Lease, said railroad equipment was leased by the Trustee to the Company; and

WHEREAS, the said Lease in Article Seventh thereof makes provision for the replacement by the Company at its own cost of Trust Equipment which may be lost or destroyed with new equipment of a specified kind, title to which shall be transferred to the Trustee and made a part of the Trust Equipment; and

WHEREAS, an additional replacement has been made by the Company and title thereto is now vested in the Trustee, and the Company and Trustee now desire to execute a Supplemental

Lease as in said Article Seventh provided:

NOW THIS AGREEMENT WITNESSETH:

The above described Lease of Railroad Equipment, dated as of May 1, 1979, with the agreement, dated as of May 1, 1979, thereto annexed, constituting Soo Line Railroad Equipment Trust of 1979 is hereby supplemented as indicated in the next succeeding sentence, but in all other respects said Lease Agreement shall continue in full force and effect.

The Trustee, acting pursuant to Article Seventh of said Lease, for and in consideration of the sum of One Dollar to it paid by the Company at or before the execution and delivery hereof, the receipt of which is hereby acknowledged, and of the rents and covenants in said Lease mentioned to be paid, kept and performed by the Company, has let and leased and does hereby let and lease to the Company all of the following standard gauge railroad equipment in addition to the Trust Equipment now covered by Soo Line Railroad Equipment Trust of 1979, to-wit:

One (1) Model GP 38-2 diesel electric locomotive  
of 2,000 H.P. rating, bearing Soo Line  
Road Number 4452.

This Supplemental Lease may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

The Supplemental Lease shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

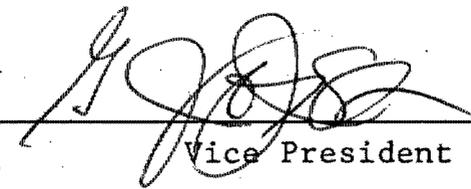
IN WITNESS WHEREOF, the Trustee, acting in accordance

with the terms and conditions of the aforesaid Agreement and Lease, and the Company, have caused these presents to be duly executed, as of the 24th day of May, 1983.

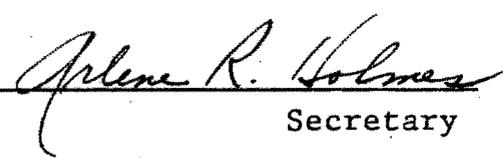
ATTEST:

  
\_\_\_\_\_  
ASSISTANT VICE PRESIDENT Secretary

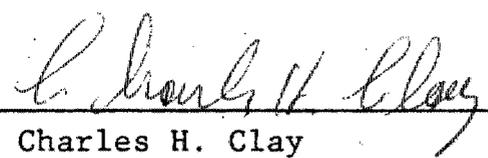
MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee,

By   
\_\_\_\_\_  
Vice President

ATTEST:

  
\_\_\_\_\_  
Secretary

SOO LINE RAILROAD COMPANY

By   
\_\_\_\_\_  
Charles H. Clay  
Executive Vice President

STATE OF MARYLAND )  
 ) SS.  
COUNTY OF Baltimore )

On this 24th day of May, 1983, before me personally appeared G. J. Johnston, to me personally known, who, being by me duly sworn, says that he is a Vice President President of Mercantile-Safe Deposit and Trust 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Conn  
Notary Public

My commission expires July 1, 1986

STATE OF MINNESOTA )  
 ) SS  
COUNTY OF HENNEPIN )

On this 7th day of June, 1983, before me personally appeared Charles H. Clay, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of Soo Line 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Wayne C. Serkland  
Notary Public

