

Transportation Corporation of America

P. O. BOX 218 . CHICAGO HEIGHTS, ILLINOIS 60411
AREA CODE 312 . 757-5900

Date: January 31, 1986

Interstate Commerce Commission
Recordation Clerk
Room 1211
12th Constitution Ave.,
Washington, D.C. 20423

RECORDATION NO. 13389-A Filed 1425

FEB 05 1986 - 9 30 AM

INTERSTATE COMMERCE COMMISSION

DATE 2/5/86
TIME 10:00

ICC Washington, D. C.

Gentlemen:

Enclosed for recordation under the provision of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, are Five (5) copies of the following:

Memorandum of Amendment to:
Lease Agreement No. 060181 dated June 1, 1981
Rider No. 06018101 dated October 1, 1985
Between TRANSPORTATION CORPORATION OF AMERICA AND
OREGON, PACIFIC & EASTERN RAILWAY CO.
Recordation No. 13389
No. of Cars Twenty-Three (23)
Description of Cars 61' 1 1/2" 100 - Ton Bulkhead Flats
Car Numbers OPE 16002 thru OPE 16044, both inclusive

The names and address of the parties hereto are as follows:

Lessor:

Lessee:

Transportation Corporation
of America
P.O. Box 218
Chicago Heights, IL 60411

Oregon, Pacific & Eastern Railway
P.O. Box 565
Cottage Grove, Oregon 97424

The undersigned is the Treasurer of Transportation Corporation of America and has knowledge of the matters set forth within the enclosed documents. Kindly record and thereafter return to T.A. Layton, Transportation Corporation of America, P.O. Box 218, Chicago Heights, Illinois 60411, the remaining Four (4) copies of the enclosed document, marked "Recorded".

Attached hereto is a remittance in the sume of \$10.00 covering the required Recording Fee.

Cordially,
TRANSPORTATION CORPORATION
OF AMERICA


T. A. Layton
Treasurer

mw
Enclosures

A Duchossois Industries Company

Interstate Commerce Commission
Washington, D.C. 20423

2/5/86

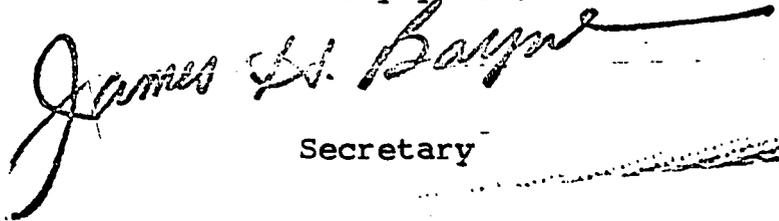
OFFICE OF THE SECRETARY

T.A. Layton
Treasurer
Transportation Corporation Of America
P.O.Box 218
Chicago Heights, Illinois 60411

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 2/5/86 at 9:30am and assigned re-
recording number (s) . 13389-A

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. *13387-A* FILED 1425

FEB 05 1986 -9 22 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF AMENDMENT

Dated As Of October 1, 1985

To Lease Number 060181

Dated As Of June 1, 1981

Between

TRANSPORTATION CORPORATION OF AMERICA ("LESSOR")

And

OREGON, PACIFIC & EASTERN RAILWAY CO. ("LESSEE")

Memorandum of an Amendment, dated as of October 1, 1985, ,
to Lease Agreement No. 060181 dated as of June 1, 1981 ,
by and between TRANSPORTATION CORPORATION OF AMERICA, an Illinois
corporation ("Lessor") and Oregon, Pacific & Eastern Railway Co. ,
an Oregon corporation ("Lessee").

W I T N E S S E T H:

1. Lessor and Lessee have amended Lease Agreement No.
060181 dated as of June 1, 1981 , a copy
of which was recorded with the Interstate Commerce Commission on
December 30, 1981 under Recordation No. 13389

2. That amendment relates to those railroad cars des-
cribed in Exhibit

In Witness Whereof, the parties hereto have caused this
instrument to be signed and sealed by their respective corporate
officers and duly attested as of the date and year first above
written.

(CORPORATE SEAL)

TRANSPORTATION CORPORATION OF AMERICA

(Lessor)

By:  _____

President

ATTEST:

 _____

Assistant Secretary

(CORPORATE SEAL)

OREGON, PACIFIC & EASTERN RAILWAY CO.
(Lessee)

By:  _____

Vice President

ATTEST:

 _____

Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 31st day of January 1986, before me personally appeared Curtis C. Tatham, Jr., to me personally known, who being by me duly sworn, says that he is president of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that one of the seals affixed to the foregoing 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.

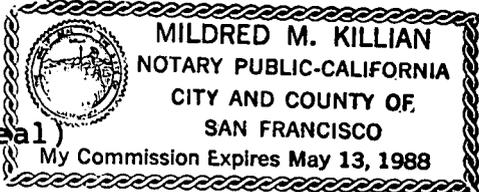
Lynda Clifton
Notary Public

(Seal)

My Commission expires: NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. APR. 8, 1989
ISSUED THRU ILL. NOTARY ASSOC.

STATE OF California)
) SS:
COUNTY OF San Francisco)

On this 6th day of January 1985, before me personally appeared A.T. Deal, to me personally known, who being by me duly sworn, says that he is President of Oregon Pacific Eastern Railway Co, an Oregon corporation, 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 the free act and deed of said corporation.

(Seal)  MILDRED M. KILLIAN
NOTARY PUBLIC-CALIFORNIA
CITY AND COUNTY OF
SAN FRANCISCO
My Commission Expires May 13, 1988

Mildred M. Killian
Notary Public

My Commission expires: May 13 1988

EXHIBIT "A" TO AMENDMENT

To Lease No. 060181

Dated As Of June 1, 1981

Between TRANSPORTATION CORPORATION OF AMERICA and OREGON PACIFIC
and EASTERN RAILWAY CO.

Recorded with the Interstate Commerce Commission on
December 30, 1981, under Recordation No. 13389 .

CAR NUMBERS: OPE 16022 thru OPE 16044, both inclusive

CAR OWNER'S MARKS: Title to this car subject to documents filed
with the Interstate Commerce Commission

CLASS OF CAR: 61' 1½" Bulkhead Flat Car

NUMBER OF CARS: Twenty-three (23)

TRUCK CAPACITY: 100-Ton

RENTAL TERM: As specified in Rider No. 06018101, dated
October 1, 1985, to Lease Agreement No. 060181