

CHICAGO AND



TRANSPORTATION COMPANY

October 19, 1983

RECORDATION NO. 14038-A  
Filed 1983

No. 3-335A023

Date DEC 1 1983

OFFICE OF THE SECRETARY  
DIRECT DIAL NUMBER

File No.: A-12006

DEC 1 - 1983 12 10 PM

Fee \$ 20.00

312 - 559-6165

INTERSTATE COMMERCE COMMISSION

100 Washington, D. C.

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

RECORDATION NO. 14038-B  
Filed 1983

DEC 1 - 1983 12 10 PM

INTERSTATE COMMERCE COMMISSION

Re: Equipment Lease Agreement dated as of June 1, 1983 between Marine Midland Leasing Corporation and Chicago and North Western Transportation Company assigned Recordation No. 14038 on June 13, 1983

Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of Amendment No. 1\*<sup>2</sup> to Equipment Lease Agreement dated as of October 15, 1983 covering 25 fully enclosed bi-level auto racks as described on Revised Schedule A attached to the Agreement.

The names and addresses of the parties to the transaction are as follows:

1. Chicago and North Western Transportation Company, One North Western Center, Chicago, Illinois 60606.
2. Marine Midland ~~Leasing~~ Corporation, One Marine Midland Center, Buffalo, New York 14240.

Enclosed is our check for \$10.00 to cover your recordation fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterpart each showing recordation data.

Sincerely,

J. S. Edwards  
Assistant Secretary

- cc: R. D. Smith  
M. R. Jeske  
R. F. Guenther  
D. E. Stockham  
Attn: P. J. Brod

R. R. DeWitt  
Arthur Anderson & Co.  
Attn: G. Holdren

FEE OPERATION BRL

I. C. C.

Dec 1 12 04 PM '83

RECEIVED

*Vertical handwritten note on the right margin, possibly "Check returned" or similar.*

\*and Amendment No. 2

cs/p2/30

REGISTRATION NO. 14038-B  
DEC 1 - 1983 12 20 PM  
INTERSTATE COMMERCE COMMISSION

AMENDMENT #2  
to  
Equipment Lease Agreement  
dated as of  
June 1, 1983  
between  
Marine Midland Leasing Corporation  
and  
Chicago and North Western Transportation Company

This Amendment is dated as of November 17, 1983 by and between Marine Midland Leasing Corporation ("Lessor") and Chicago and North Western Transportation Company ("Lessee") and amends the Equipment Lease Agreement referenced in the caption above as amended by Amendment #1 dated as of October 15 (together hereinafter called the "Lease") (those capitalized terms which are not defined herein shall have those meanings ascribed to them in the Lease).

WHEREAS, Lessee and Lessor agreed to increase the number of auto racks under the Lease to 175 and to increase the maximum equipment cost under the Lease to \$4.13 million in order to provide financing for an additional 25 bi-level auto racks; all of which was the subject of Amendment #1;

WHEREAS, there is a now a need to increase the maximum equipment cost by an additional \$1,000;

NOW THEREFORE, in consideration of the Lease and the rentals to be paid thereunder and the mutual covenants therein and herein set forth, parties hereto agree as follows:

1. Aggregate Cost.

The aggregate of the Cost, defined to be not greater than FOUR MILLION ONE HUNDRED THIRTY THOUSAND DOLLARS (\$4,130,000.00) in Section 1 of the Lease (as amended by Amendment #1) is hereby amended to be not greater than FOUR MILLION ONE HUNDRED THIRTY ONE THOUSAND DOLLARS (\$4,131,000.00).

All other terms and conditions of the Lease remain unamended hereby and in full force and effect.

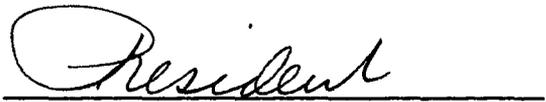
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers on the day and year first written above.

LESSOR: MARINE MIDLAND LEASING CORPORATION

LESSEE: CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

By: 

By:   
J. M. Butler

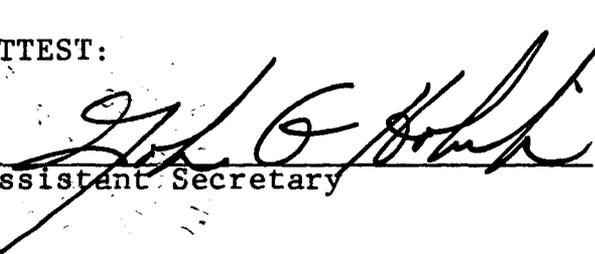
Its: 

Its: Senior Vice President - Finance and Accounting

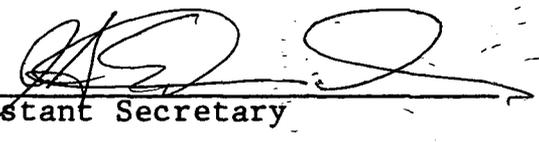
[Corporate Seal]

[Corporate Seal]

ATTEST:

  
Assistant Secretary

ATTEST:

  
Assistant Secretary

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