

**Transportation
Corporation
of America**

RECORDATION NO. 13278-C Filed 1425

MAR 5 1985 -2 45 PM

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

Date February 28, 1985

No. 5-064A03C

Date MAR 5 1985

Fee \$ 10.00

ICC Washington, D. C.

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

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. 100181 dated October 1, 1981, Memorandum dated November 30, 1984, between TRANSPORTATION CORPORATION OF AMERICA and SOO LINE RAILROAD COMPANY

Recordation No. 13278

No. of Cars: Fifteen (15)

Description of Cars: 52'-6" Gondola Cars

Car Numbers: S00 64154 thru S00 64168, 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

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

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 sum of \$ 10.00 covering the required Recording Fee.

Cordially,

TRANSPORTATION CORPORATION OF AMERICA

T. A. Layton
T. A. Layton
Treasurer
lc
Enclosures

A Duchossois Industries Company

ICC CHANGE OF THE OFFICE
MAR 5 2 38 PM '85
MOTOR OPERATING UNIT

RECORDATION NO. 13278 C Filed 1425

MAR 5 1985 - 2:55 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF AMENDMENT

To Lease Number 100181

Dated as of October 1, 1981

Between

TRANSPORTATION CORPORATION OF AMERICA ("Lessor")

and

SOO LINE RAILROAD COMPANY

Memorandum of an Amendment, dated as of November 30, 1984 ,
to Lease Agreement No. 100181 dated as of October 1, 1981 ,
by and between TRANSPORTATION CORPORATION OF AMERICA, an Illinois
corporation ("Lessor") and SOO LINE RAILROAD COMPANY ,
a Minnesota corporation ("Lessee").

W I T N E S S E T H:

1. Lessor and Lessee have amended Lease Agreement No.
100181 dated as of October 1, 1981 , a copy
of which was recorded with the Interstate Commerce Commission on
October 16, 1981, under Recordation No. 13278

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

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: 

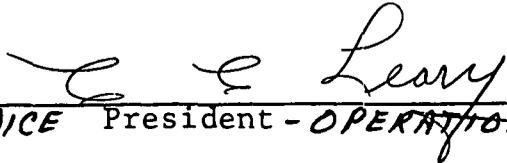
President

ATTEST:


Secretary

(CORPORATE SEAL)

SOO LINE RAILROAD COMPANY
(Lessee)

By: 

VICE President - OPERATIONS

ATTEST:


Secretary

STATE OF ILLINOIS)
COUNTY OF COOK) SS:

On this 26th day of February, 1985 before me personally appeared C. H. WRIGHT, to me personally known who being by me duly sworn, says that he is a President of TRANSPORTATION CORPORATION OF AMERICA, an Illinois 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.

Handwritten signature of Joan D. Bauer, Notary Public, My Commission Expires March 9, 1988

(Seal)

My Commission Expires: January 11, 1985

STATE OF MN)
COUNTY OF Dakota) SS:

On this 20th day of February, 1985, before me personally appeared C. C. Leary, to me personally known who being by me duly sworn, says that he is Vice President - Operations of Soo Line Railroad, an Minnesota 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.

Handwritten signature of Julie R. Mart, Notary Public

(Seal)

My Commission Expires: 7-20-88



EXHIBIT "A" TO AMENDMENT

To Lease No. 100181

Dated As Of October 1, 1981

Between TRANSPORTATION CORPORATION OF AMERICA and
S00 LINE RAILROAD COMPANY

Recorded with the Interstate Commerce Commission on
October 16, 1981, under Recordation No. 13278 .

CAR NUMBERS: S00 64154 thru S00 64168

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

CLASS OF CAR: 52'-6" Gondola Car

NUMBER OF CARS: Fifteen (15)

TRUCK CAPACITY: 100-ton

RENTAL TERM: As specified in Rider No. 10018104 dated
November 30, 1984