

Soo Line Railroad Company



Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 337-7639

RECORDATION NO. 7057 ^B Filed & Recorded

MAY 22 1987 3-1 5 PM

May 13, 1987

INTERSTATE COMMERCE COMMISSION

JEAN L. FINDORFF
Corporate Attorney

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Date 5/24/87
Fee \$ 10.00
ICC Washington, D.C.

Attention: Mildred Lee - Room 2303

Re: Recordation of Lease

Dear Ms. Lee:

I have enclosed original and five counterparts 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 a Lease of Railroad Equipment, a secondary document, dated January 1, 1986. The primary document to which this is connected is recorded under Recordation No. 7057 recorded on June 11, 1973 at 11:35 a.m.

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

Lessor: Midlantic National Bank
Four Becker Farm
Roseland, NJ 07068

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

Assignee: Manufacturers Hanover Trust
of California
50 California Street
San Francisco, CA 94111

A description of the equipment covered by the document follows: three 2250 HP Model U23B Diesel Electric Locomotives (MILW 5000, 5003, 5004); six 2000 HP Model EMD GP-38-2 Locomotives (SOO 4501 through 4505, inclusive and MILW 350); 85 Refrigerator Cars, Mechanical (MILW 9901

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through 9913, 9915, 9916, 9918-9923, 9925-9927, 9929-9933, 9935-9939, 9941-9952, 9954-9956, 9958-9970, 9972, 9974-9980, 9982-9984, 9986, 9987, 9989-9994, 9996-9999, all inclusive) and 13 Caboose Bay Window Type (MILW 992215 through 992225, inclusive and MILW 99227-99228).

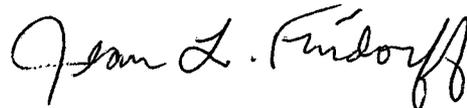
A fee of \$10 is enclosed. Please return the original and any extra copies not needed by the Commission, together with the notation acknowledging that it has been filed pursuant to 49 U.S. Code Section 11303 and pertinent recordation information to the undersigned at Soo Line Railroad Company, Law Department, Soo Line Building, P.O. Box 530, Minneapolis, MN 55440.

A short summary of the document to appear in the index follows:

Amendment to Lease of Railroad Equipment between Midlantic National Bank, Lessor, Four Becker Farm, Roseland, NJ 07068 and Soo Line Railroad Company, Lessee, Soo Line Building, P.O. Box 530, Minneapolis, MN 55440 and Manufacturers Hanover Trust Company of California, Assignee, 50 California Street, San Francisco, CA 94111, dated as of January 1, 1986 and covering: three 2250 HP Model U23B Diesel Electric Locomotives, (MILW 5000, 5003, 5004), six 2000 HP Model EMD GP-38-2 Locomotives (SOO 4501 through 4505, inclusive and MILW 350); 85 Refrigerator Cars, Mechanical (MILW 9901 through 9913, 9915, 9916, 9918-9923, 9925-9927, 9929-9933, 9935-9939, 9941-9952, 9954-9956, 9958-9970, 9972, 9974-9980, 9982-9984, 9986, 9987, 9989-9994, 9996-9999, all inclusive) and 13 Caboose Bay Window Type (MILW 992215 through 992225 inclusive and MILW 99227-99228).

Thank you for your cooperation.

Sincerely,



JLF/jr

cc: Priscilla J. Banks
James J. Boutillien
Ellen Toscano
J.J. Larson
J.A. Byrnes

JLFL.048

Interstate Commerce Commission
Washington, D.C. 20423

5/26/87

OFFICE OF THE SECRETARY

Jean L. Findorff
Corporate Atty.
Soo Line Railroad Company
Soo Line Building
Box 30
Minneapolis, Minnesota 55440

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 5/22/87 at 3:15pm, and assigned re-
recording number(s). 7057-B

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 7057^B Filed & Recorded

MAY 22 1987 3-1 5 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

This Amendment to Lease of Railroad Equipment is made as of January 1, 1986, by and between Midlantic National Bank (hereinafter called "Lessor"), having an office at Four Becker Farm, Roseland, New Jersey 07068, and the Soo Line Railroad Company, a Minnesota corporation (hereinafter called "Soo" or "Lessee"), having an office at Soo Line Building, P.O. Box 530, Minneapolis, Minnesota 55440.

WITNESSETH;

WHEREAS, the Lessor and the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, a Wisconsin corporation, as lessee (hereinafter called "Chicago Milwaukee"), entered into that certain Lease 73-3 dated as of May 1, 1973 covering three 2250 HP Model U23B Diesel Electric Locomotives, six 2000 HP Model EMD GP-38-2 Locomotives, 85 Refrigerator Cars Mechanical, and 13 Cabooses Bay Window Type, (hereinafter called the "Lease"); and

WHEREAS, the Lessor assigned various of its rights, power, privileges and remedies under the Lease to Wells Fargo Bank, N.A. pursuant to a conditional sale agreement dated as of May 1, 1973; and

WHEREAS, Manufacturers Hanover Trust Company of California is the successor in interest to Wells Fargo Bank, N.A., in the aforementioned conditional sales agreement; and

WHEREAS, Lessor was previously named National Newark and Essex Bank; and

WHEREAS, National Newark and Essex Bank is the trustee under that certain trust agreement (hereinafter called the "Trust Agreement") between National Newark and Essex Bank, as trustee, and First Security Leasing Company, as trustor; and

WHEREAS, First Security Leasing Company assigned its rights, title and interest as trustor under the Trust Agreement to First Security Bank of Idaho, N.A.; and

WHEREAS, the Lease was entered into pursuant to the Trust Agreement; 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. The Manufacturers Hanover Trust Company of California hereby consents to this amendment as assignee of the lease.

6. 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: Charles L. Beth By James J. Boutillier
 (Title) MIDLANTIC NATIONAL BANK
 (Title) JAMES J. BOUTILLIER
 ASSISTANT VICE PRESIDENT AND TRUST OFFICER

[CORPORATE SEAL]

ATTEST: Dorinda A. Keener By Carl J. Cumie
 (Title) ASSISTANT SECRETARY SOO LINE RAILROAD COMPANY
 (Title) EXECUTIVE VICE PRESIDENT OPERATIONS

[CORPORATE SEAL]

ATTEST: C. L. Lyons By Priscilla J. Banks
 (Title) ASSISTANT VICE Pres. MANUFACTURERS HANOVER TRUST
 COMPANY OF CALIFORNIA
 (Title) PRISCILLA J. BANKS
 ASSISTANT SECRETARY
 AND TRUST OFFICER

STATE OF NEW JERSEY)
) SS
 COUNTY OF ESSEX)

On this 1st day of APRIL, 1986, before me personally appeared JAMES J. BOUTILLIER, to me personally known, who, being by me duly sworn, says that he is ASST. VICE PRES + TRUST OFFICER of Midlantic National Bank; 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

