

Soo Line Railroad Company



Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 347-8000

RECORDATION NO. 7527-C Filed & Recorded

SEP 11 1986 10:30 AM September 4, 1986
6-254A011

INTERSTATE COMMERCE COMMISSION

James H. Bayne, Secretary
Interstate Commerce Commission
12th & Constitution Avenue, NW
Washington, DC 20423

No. _____
Date SEP 11 1986
Fee \$ 10.00
ICC Washington, D. C.

SEP 11 10 37 AM '86
MOTOR OPERATING UNIT
ICC OFFICE OF
THE SECRETARY

Dear Mr. Bayne:

I have enclosed four executed and acknowledged copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the US Code.

This document is an amendment to Lease of Railroad Equipment, a secondary document, made as our January 1, 1986 between Connell Rice & Sugar Company, Inc., as lessor and the Soo Line Railroad Company as lessee. The primary document to which this is connected is an equipment lease dated December 23, 1975 which was recorded at 2:10 p.m. on June 4, 1974 under Recordation Number 7527-B. The names and addresses of the parties to the amendment to the equipment are as follows:

Lessor: Connell Rice & Sugar Company, Inc.
45 Cardinal Drive
Westfield, New Jersey 07092

Lessee: Soo Line Railroad Company
Soo Line Building
Box 530
Minneapolis, Minnesota 55440

A description of the equipment covered by the document follows: Thirty-two (32) Diesel Electric Locomotives bearing Soo Numbers 1532 through 1563 inclusive. (w/old MILW 4166-497)

A fee of \$10.00 is enclosed, please return one original and any extra copies not needed by the Commission for recordation together with the notation acknowledging that it has been filed pursuant to 49 USC Section 11303 and pertinent recordation information to the undersigned at Soo Line Railroad Company, Soo Line Building - P. O. Box 530, Minneapolis, MN 55440.

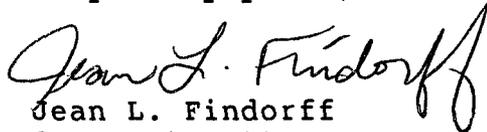
Mr. James H. Bayne
September 4, 1986
Page 2

A short summary of the document to appear in the index follows:
Amendment to Lease of Railroad Equipment between Connell Rice &
Sugar Company, Inc., Lessor, 45 Cardinal Drive - Westfield, NJ
07092 and Soo Line Railroad Company, as Successor-Lessee, dated
as of January 1, 1986 and covering thirty-two (32) diesel
electric locomotives bearing MILW Numbers 466 through 497
inclusive.

The principal purpose of this Amendment to Lease of
Railroad Equipment is to reflect the substitution of Soo Line
Railroad Company for the Trustee of the property of the Chicago
Milwaukee St. Paul and Pacific Railroad Company, Debtor, that the
Lessee under the subject equipment lease.

Thank you for your cooperation.

Very truly yours,



Jean L. Findorff
Corporate Attorney
Soo Line Railroad Company

cc: Mr. William T. Guinee
Vice President
Connell Sugar & Rice Company, Inc.
45 Cardinal Drive
Westfield, NJ 07092

Mr. James McMahon
Corporate Trust Department
3650 Mellon Bank East, NA
Room 151
One Mellon Bank Center
Pittsburg, PA 15258-0001

Mr. J. J. Larson
Mr. J. A. Byrnes

Secretary File J-447

Enclosures

JLF/il

Interstate Commerce Commission

Washington, D.C. 20423

9/11/86

OFFICE OF THE SECRETARY

Jean L. Findorff
Soo Line Railroad Company
Soo Line Building
Box 530
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 9/11/86 at 10:30am, and assigned re-
recording number(s). 7527-C

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 7582C Filed & Recorded

SEP 11 1986 10-30 AM

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 Connell Rice & Sugar Co., Inc., successor by merger to Connell Leasing, Inc. (hereinafter called "Lessor"), having an office at 45 Cardinal Drive, Westfield, New Jersey 07092, Mellon Bank (East) N.A., having an office at One Mellon Bank Center, Pittsburgh, Pennsylvania 15258-0001, 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 of Railroad Equipment dated as of December 23, 1975 covering 32 diesel electric locomotives (hereinafter called the "Lease"); and

WHEREAS, the Lessor assigned various of its rights, powers, privileges and remedies under the Lease to Girard Trust Bank [now Mellon Bank (East) National Association], as Agent, pursuant to that certain Lease Assignment dated as of December 23, 1975; 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 Mellon Bank (East) National Association 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]

CONNELL RICE & SUGAR CO., INC.

ATTEST:

By Virginia Anter

VIRGINIA ANTER
 (Title) NOTARY PUBLIC OF NEW JERSEY
 My Commission Expires May 11, 1989

By Connell Rice

President
 (Title)

[CORPORATE SEAL]

ATTEST:

By Teresa A. Keener
ASSISTANT SECRETARY
(Title)

SOO LINE RAILROAD COMPANY

By Paul J. Cumi
EXECUTIVE VICE PRESIDENT OPERATIONS
(Title)

[CORPORATE SEAL]

ATTEST:

By E. H. Schang
Assistant Vice President
(Title)

MELLON BANK (EAST) NATIONAL
ASSOCIATION, Agent as aforesaid

By Harold E. Ikeler
Vice President
(Title)

STATE OF New Jersey)
) SS
COUNTY OF Union)

On this 10th day of June, 1986, before me personally appeared Grover Connell, to me personally known, who, being by me duly sworn, says that he is President of Connell Rice & Sugar Co., Inc.; 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 a free act and deed of said corporation.

Virginia Anter
Notary Public

(Notarial Seal)

My commission expires: _____

VIRGINIA ANTER
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 11, 1989

STATE OF Pennsylvania)
) SS
COUNTY OF Allegheny)

On this 22nd day of May, 1986, before me personally appeared H. E. Ikeler, to me personally known, who, being by me duly sworn, says that he is Vice President of Mellon Bank (East) National Association; 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 a free act and deed of said corporation.

Lori F. Gonzales
Notary Public

(Notarial Seal)

My commission expires: _____

LORI F. GONZALES, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES APRIL 16, 1990
Member, Pennsylvania Association of Notaries



