Soo Line Railroad Company

Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 332-1261

CHARLES H. CLAY
Executive Vice President

RECORDATION NO. 7224-C Filed 1425

MAR 14 1980 -9 15 AM

INTERSTATE COMMERCE COMMISSION

March 12, 1980

0-074A010

Date MAR 14 1980
Fee $ 10.00
ICC Washington, D. C.

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

Dear Ms. Mergenovich:

There are transmitted to you herewith for recording under Section 20c of the Interstate Commerce Act three executed counterparts of Amendment to Supplemental Lease of Railroad Equipment supplementing the following Equipment Trust:

Soo Line Railroad Equipment Trust of 1974.

Pursuant to Section 1116.1 et seq. of the Rules and Regulations adopted by the Commission, as amended, the following information is shown:

Vendors names are J. W. Scanlan and D. R. Cadwallader, whose address is care of First National Bank of Minneapolis, 120 South Sixth Street, Minneapolis, Minnesota 55440.

Trustee-Owner-Lessor is First National Bank of Minneapolis, 120 South Sixth Street, Minneapolis, Minnesota 55440.

Lessee is Soo Line Railroad Company, 800 Soo Line Building, Minneapolis, Minnesota 55440.

Guarantor of Equipment Trust Certificates is Soo Line Railroad Company, 800 Soo Line Building, Minneapolis, Minnesota 55440.

The last recordation number assigned by the Commission with respect to said Equipment Trust was Recordation No. 7224-B.

A general description of the equipment covered by the Amendment to Supplemental Lease to said Equipment Trust is as follows:

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No. of Units	Description of Equipment	Name of Builder
1	52'6" 100-ton gondola car. Soo Line road number 64015.	Thrall Car Manufacturing Company

The identifying marks of the equipment listed above are the trade name "Soo Line" or "Soo", together with the number shown above.

There is also transmitted this Company's voucher in the amount of $10.00, which is the recording fee required by Section 1116.3(d):

Amendment to Supplemental Lease of Railroad Equipment. $10.00

This letter of transmittal is signed by an executive officer of this Company having knowledge of the matters set forth therein, and the original documents bearing recording data should be returned to him.

Yours truly,

C. Charles H. Cilas

CHC/sjp
Enclosure

Executed Counterpart No. 1

SOO LINE RAILROAD

EQUIPMENT TRUST OF 1974

RECORDATION NO. 7224-C Filed 1425

MAR 14 1980 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

AMENDMENT TO SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT, dated as of February 26, 1980, between FIRST NATIONAL BANK OF MINNEAPOLIS, a national banking association duly incorporated and existing under the laws of the United States of America (hereinafter called "Trustee"), party of the first part, and SOO LINE RAILROAD COMPANY, a corporation duly organized and existing under the laws of the State of Minnesota (hereinafter called the "Company"), party of the second part:

WHEREAS, by certain Agreement and Lease, each dated as of November 1, 1973, there was constituted Soo Line Railroad Equipment Trust of 1974; and

WHEREAS, pursuant to the provisions of said Agreement, certain railroad equipment was transferred by J. W. Scanlan and D. R. Cadwallader, Vendors, to the Trustee, and by said Lease said railroad equipment was leased by the Trustee to the Company; and

WHEREAS, by Supplemental Lease dated February 26, 1980, the parties subjected certain railroad equipment therein described to the above Equipment Trust; and

WHEREAS, the car numbers contained in said Supplemental Lease were in error.

NOW THIS AGREEMENT WITNESSETH:

The above described Supplemental Lease of Railroad Equipment, dated as of February 26, 1980, is hereby amended as indicated in the next succeeding sentence, but in all other respects said Supplemental Lease shall continue in full force and effect.

The Trustee, acting pursuant to Article Seventh of said Lease, for and in consideration of the sum of One Dollar to it paid by the Company at or before the execution and delivery hereto, the receipt of which is hereby acknowledged, and of the rents and covenants in said Lease mentioned to be paid, kept and performed by the Company, has let and leased and does hereby let and lease to the Company all of the following standard gauge railroad equipment in addition to the Trust Equipment now covered by Soo Line Railroad Equipment Trust of 1974, to wit:

One (1) 52'6" 100-ton gondola car, bearing Soo Line road number 64015.

This Amendment to Supplemental Lease may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

This Amendment to Supplemental Lease shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the aforesaid Agreement and

Lease, and the Company, have caused these presents to be duly executed, as of the 10th day of March, 1980.

ATTEST:

FIRST NATIONAL BANK OF MINNEAPOLIS, as Trustee

Assistant Secretary

By

Vice President

Signed, sealed and delivered by First National Bank of Minneapolis in the presence of:

Attesting Witnesses

ATTEST:

SOO LINE RAILROAD COMPANY

Secretary

By

Charles H. Clay
Executive Vice President

Signed, sealed and delivered by Soo Line Railroad Company in the presence of:

Attesting Witnesses

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 10th day of March, 1980, before me personally appeared C.F. Gilman, to me personally known, who, being by me duly sworn, says that he is a Vice President of First National Bank of Minneapolis, that the seal 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.

Kay F. Robinson
Notary Public

KAY F. ROBINSON
NOTARY PUBLIC MINNESOTA
HENNEPIN COUNTY
My Commission Expires Oct. 11, 1983

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 11th day of March, 1980, before me personally appeared Charles H. Clay, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of Soo Line Railroad Company, that the seal 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.

Wayne C. Serkland
Notary Public

WAYNE C. SERKLAND
NOTARY PUBLIC — MINNESOTA
RAMSEY COUNTY
My Commission Expires May 17, 1983