

Soo Line Railroad Company



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

RECORDATION NO 11496-E FILED 1425

JAN 18 1990 -12 05 PM

INTERSTATE COMMERCE COMMISSION January 15, 1990

JEAN L. FINDORFF
Corporate Attorney

0-018A076

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

RE: Soo Line Railroad Equipment Trust of 1980
Primary Document Recordation No. 11496

Dear Secretary:

I have enclosed duly acknowledged duplicate originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Agreement substituting Mercantile-Safe Deposit and Trust Company as Vendor in lieu of the original Vendors, a secondary document, dated as of December 8, 1989.

The primary document to which this is connected is recorded under Recordation No. 11496. The names and addresses of the parties to the documents are as follows:

Original Vendors: G. J. Johnston and
A. Palmer

c/o Mercantile-Safe Deposit and
Trust Company
P.O. Box 2258
Baltimore, MD 21203

Trustee,
Lessor, and
Substitute
Vendor:

Mercantile-Safe Deposit and
Trust Company
P.O. Box 2258
Baltimore, MD 21203

Secretary
Interstate Commerce Commission
Page Two
January 15, 1990

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

A description of the equipment covered by the document follows:

All equipment covered by the Soo Line Railroad Equipment Trust of 1980, as amended.

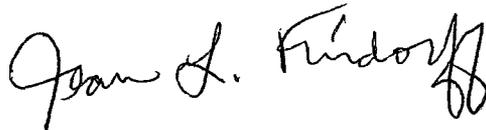
A fee of \$15 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return the excess originals, bearing appropriate recordation data, to Jean L. Findorff, Corporate Attorney, Soo Line Railroad Company, Suite 1000, Soo Line Building, P.O. Box 530, Minneapolis, MN 55440.

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

Agreement dated as of December 8, 1989, substituting Mercantile-Safe Deposit and Trust Company as Vendor under Soo Line Railroad Equipment Trust and Lease of 1980 (Recordation No. 11496), dated as of January 15, 1980, as amended, and covering all equipment covered by the Soo Line Railroad Equipment Trust of 1980, as amended.

This letter is signed by an attorney for Soo Line Railroad Company.

Very truly yours,



JLF/ljb

Enclosures

cc: J. C. Miller
 T. J. Bauer
 Law Department File No. 616

JLFL.113

REGISTRATION NO. 11496-E
FILED 1423
JAN 18 1990 - 12 05 PM
INTERSTATE COMMERCE COMMISSION

AGREEMENT

(In re: Soo Line Railroad Equipment Trust of 1980)

THIS AGREEMENT, dated as of December 8, 1989, by and among G. J. Johnston and A. Palmer ("Vendors"), Mercantile Safe Deposit and Trust Company ("Trustee"), and Soo Line Railroad Company ("Company"),

WITNESSETH:

WHEREAS, Vendors are the Vendors under that certain Agreement (the "Trust") dated as of January 15, 1980, by and among Vendors, Trustee, and Company; and

WHEREAS, Vendors desire to resign as the Vendors under the Trust and to transfer to Trustee their obligations and duties under the Trust; and

WHEREAS, Trustee is willing to assume Vendors' obligations and duties under the Trust; and

WHEREAS, Company assents to Vendor's resignation and to the assumption by Trustee of Vendors' obligations and duties under the Trust; and

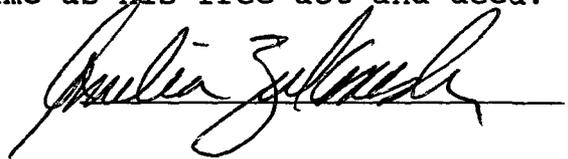
WHEREAS, the Trust fails to provide any specific mechanism whereby Vendors can resign and transfer their obligations and duties to Trustee; and

WHEREAS, such transfer of obligations and duties is consistent with the purposes and intents of the Trust; and

WHEREAS, the Trust provides that any action taken by either of the Vendors shall have the same force and effect as if taken by both of them;

State of Maryland)
 ^{city})
County of Baltimore) ss:

On this 12 day of DECEMBER, 1989, before me personally appeared A. Palmer, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.



A handwritten signature in cursive script, appearing to read "Austin Z. [unclear]", written over a horizontal line.

My commission expires July 1, 1990



State of Maryland)
City) ss:
County of Baltimore)

On this 12th day of December, 1989, before me personally appeared R. E. Schreiber to me personally known, who, being by me duly sworn, says that he is a Vice President of Mercantile-Safe Deposit and Trust Company, 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.


Amelia J. Zubarsch
Notary Public

My commission expires July 1, 1990

State of Minnesota)
County of Hennepin) ss:

On this 8th day of December, 1989, before me personally appeared James A. Lee to me personally known, who, being by me duly sworn, says that he is the Senior Vice President and Chief Financial Officer of Soo Line Railroad Company, 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.

Jean L Findorff

