



Regional Transportation Authority

300 N. State Street, Chicago, IL 60601
312 836-4000

Lewis W. Hill
Chairman

RECORDATION NO. 12065-A Filed & Recorded

RECORDATION NO. 12065 Filed & Recorded

AUG 4 1980 - 11 30 AM

AUG 4 1980 - 11 30 AM

RECORDATION NO. 12065-B Filed & Recorded

INTERSTATE COMMERCE COMMISSION

(312) 558-6620

AUG 4 1980 - 11 30 AM 3734-77-22

July 18, 1980 INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12065-C Filed & Recorded

No. 0-217A024

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Date AUG 4 1980

Fee \$ 100.00

REGISTERED MAIL - Return Receipt Requested

ICC Washington, D.C.

Re: Lease of Equipment to Norfolk and Western Railway Company

Dear Sir:

Enclosed herewith for filing on behalf of the Regional Transportation Authority please find one original and two certified copies of:

- a) "Equipment Lease Agreement between Regional Transportation Authority and Norfolk and Western Railway Company", dated July 16, 1979;
- b) "Equipment Lease Supplement No. 1", dated July 25, 1979;
- c) "Equipment Lease Supplement No. 2", dated July 25, 1979;
- d) "Equipment Lease Supplement No. 3", dated July 25, 1979;
- e) "Equipment Lease Supplement No. 4", dated October 15, 1979;
- f) "Equipment Lease Supplement No. 5", dated June 16, 1980.

Also enclosed is this firm's check for \$100.00 for the filing fee.

RECEIVED
AUG 4 9 24 AM '80
I.C.C.
FEE OPERATION BR.

INTERSTATE COMMERCE COMMISSION
AUG 1 1980
2 ADMINISTRATIVE SERVICES MAIL UNIT

RECORDATION NO. 12065
AUG 4 1980 - 11 30 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12065-E Filed & Recorded
AUG 4 1980 - 11 30 AM
INTERSTATE COMMERCE COMMISSION

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July 18, 1980
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The parties to the lease and lease supplements are the Regional Transportation Authority, 300 North State Street, Chicago, Illinois 60610, as lessor, and Norfolk and Western Railway Company, 8 North Jefferson, Roanoke, Virginia 24042, as lessee.

The equipment covered by the lease supplement consists of two passenger locomotives and fifteen bi-level commuter cars more particularly described as follows:

A.A.R. Mechanical Description: Passenger Locomotives and
Bi-Level Commuter Cars

Manufacturer: EMD Electro-Motive, Div. of General Motors
Corp. and The Budd Company

Manufacturer's Numbers: 766062-16; 766062-17;
9655-830/9679-830-8258;
9655-830/9679-830-8259;
9655-830/9679-830-8260;
9655-830/9679-830-7327;
9655-830/9679-830-7329;
9655-830/9679-830-7330;
9655-830/9679-830-7331;
9655-830/9679-830-7332;
9655-830/9679-830-7336;
9655-830/9679-830-7284;
9655-830/9679-830-7296;
9600-910/8267;
9600-910/7349;
9600-910/7350;
9600-910/7351;

RTA Numbers: 115; 116; 8258; 8259; 8260; 7327;
7329; 7330; 7331; 7332; 7336; 7284;
7296; 8267; 7349; 7350; 7351.

Quantity: Seventeen

Identifying Marks: "Regional Transportation Authority -
Owner"

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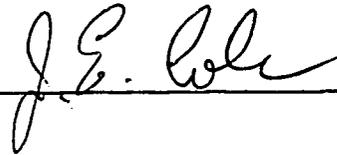
The original documents should be returned to:

William G. McMaster, Jr.
Hopkins, Sutter, Mulroy,
Davis & Cromartie
One First National Plaza
52nd Floor
Chicago, Illinois 60603
(312) 558-6620

Please return any questions concerning this matter
directly to Mr. McMaster.

REGIONAL TRANSPORTATION
AUTHORITY

By: _____

A handwritten signature in cursive script, appearing to read "J. E. Cole", is written over a horizontal line.

APPENDIX A

EQUIPMENT LEASE SUPPLEMENT NO. 2

This Equipment Lease supplement No. 2 is entered into as of July 25, 1979, by and between the REGIONAL TRANSPORTATION AUTHORITY ("Authority"), and the NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation ("Railroad").

1. The purchase by the Authority of the Equipment described in this Equipment Lease Supplement has been funded in part by the Urban Mass Transportation Administration of the United States Department of Transportation ("UMTA") (Project IL-03-0049), and by the Illinois Department of Transportation ("IDOT") (Project CAP-75-065-FED).

2. The Authority and Railroad have entered into an Equipment Lease Agreement dated July 16, 1979, ("Equipment Lease Agreement"), which provides for the execution and delivery from time to time of Equipment Lease Supplements in the form hereof for the purpose of leasing railroad commuter cars and locomotives under the Equipment Lease Agreement as and when delivered by the Authority to Railroad in accordance with the terms thereof.

3. The Authority hereby delivers and leases to Railroad under the Equipment Lease Agreement, and Railroad hereby accepts and leases from the Authority under the Equipment Lease Agreement, on this date, the following described railroad commuter cars and locomotives (the "Delivered Units"):

Manufacturer: The Budd Company
Description: Bi-Level Commuter Car
Date Lease Term Ends: 20 Years
Specifications: RTA 76-13
Manufacturer's numbers: 9655-830/9679-830 -8258-9655-830/9679-830-8259
RTA numbers: 8258-8259-8260
Railroad numbers: None
Funded by UMTA Project IL-03-0049 and
IDOT Project CAP-75-065-FED.

4. Railroad hereby confirms to the Authority that, as between Railroad and the Authority, Railroad has accepted the Delivered Units for all purposes of this Equipment Lease Supplement and of the Equipment Lease Agreement. Railroad hereby certifies and acknowledges that each Delivered Unit (a) has

Other Cars 9655-830/9679-830-8260

been delivered to, and inspected by, Railroad, (1) is of a size, design, capacity and manufacture acceptable to Railroad for lease under this Equipment Lease Supplement and the Equipment Lease Agreement, (c) is suitable for Railroad's purposes, and (d) is in good working order, repair and condition.

5. All of the terms and provisions of the Equipment Lease Agreement are hereby incorporated by reference in this Equipment Lease Supplement to the same extent as if fully set forth herein.

IN WITNESS WHEREOF, the Authority and Railroad have caused this Equipment Lease Supplement to be duly executed as of the date and year first written above.

REGIONAL TRANSPORTATION AUTHORITY

By: *J. E. Cole*

NORFOLK AND WESTERN
RAILWAY COMPANY

By: *[Signature]*

SENIOR VICE PRESIDENT - OPERATIONS