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

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

Regional Transportation Authority
300 N. State Street, Chicago, Illinois 60601
312 836-4000

Lewis W. Hill
Chairman

(312) 558-6620

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

3734-77-22

July 18, 1980

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

No. C-217A024
Date AUG 4 1980
Fee $ 100.00
ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

REGISTERED MAIL - Return Receipt Requested

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

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:

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

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, 2979;

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
ADMINISTRATIVE SERVICES
MAIL UNIT

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"

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: J. E. Cole

RECORDATION NO. 12065-C Filed & Recorded

AUG 4 1980 -11 30 AM

INTERSTATE COMMERCE COMMISSION

State of Illinois)
)
County of Cook) SS
)

Certificate

I, Devyanne Ward, a notary public in and for the county and state aforesaid, hereby certify that I have examined the foregoing copy of Equipment Lease Supplement No. 3, dated July 25, 1979, have compared it to the original thereof, and that the foregoing copy is a true, correct and complete copy of such original in all respects.

Devyanne Ward
Notary Public

(SEAL)

ACKNOWLEDGMENT

State of Ill.)
)
County of Cook) SS
)

On this 7th day of August, 1979,

before me personally appeared James E. Cole
(Name)

to me personally known, who being by me duly sworn,

says that he is the Division Manager Transportation Operations
(Title)

of the Regional Transportation Authority of the State of Illinois, that the foregoing equipment Lease Supplement was signed ans sealed on behalf of said Authority by authority of its Board of Directors, and he acknowledged that the execution of the foregoing Equipment Lease Supplement was the free act and deed of said Authority.

Lottie L. McKeon

(SEAL)

Temporary
Acting Secretary

My commission expires

ACKNOWLEDGEMENT

COMMONWEALTH OF VIRGINIA)
) SS
CITY OF ROANOKE)

On this 30th day of July, 1979, before me personally appeared R. F. Dunlap to me personally known, who being by me duly sworn, says that he is the Senior Vice President-Operations of the Norfolk and Western Railway 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, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Vernon B. Jamison, Jr., Notary Public
My Commission Expires April 8, 1983

EQUIPMENT LEASE SUPPLEMENT NO. 3

This Equipment Lease supplement No. 3 is entered into as of July 25, 19 79, 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 -7327-9655-830/9679-830-7329
RTA numbers: 7327-7329--7330-7331-7332-7336
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: 9655-830/9679-830-7330, 9655-830/9679-830-7331, 9655-830/9679-830-7332, 9655-830/9679-830-7336

been delivered to, and inspected by, Railroad, (b) 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: R. H. Dunlap

SENIOR VICE PRESIDENT — OPERATIONS