

Soo Line Railroad Company



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

CHARLES H. CLAY
Executive Vice President

March 12, 1980

0-074A010

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

RECORDATION NO. 8917-
FILED 1425

MAR 14 1980 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

Date MAR 14 1980
Fee \$ 10.06

CC Washington, D.C.

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 1977.

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 D. H. Bluhm and J. W. Scanlan, 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. 8917-C.

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

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OPERATION

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<u>No. of Units</u>	<u>Description of Equipment</u>	<u>Name of Builder</u>
3	52'6" 100-ton gondola cars. Soo Line road numbers 64003 to 64005, inclusive.	Thrall Car Manufacturing Company

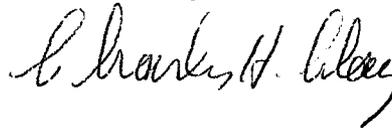
The identifying marks of the equipment listed above are the trade name "Soo Line" or "Soo", together with the number shown above.

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,



CHC/sjp
Enclosure

RECORDATION NO. 8917-2 Filed 1425

SOO LINE RAILROAD
EQUIPMENT TRUST OF 1977
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 August 1, 1977, there was constituted Soo Line Railroad Equipment Trust of 1977; and

WHEREAS, pursuant to the provisions of said Agreement, certain railroad equipment was transferred by D. H. Bluhm and J. W. Scanlan, 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 1977, to wit:

Three (3) 52'6" 100-ton gondola cars, bearing Soo
Line road numbers 64003 to 64005, inclusive.

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

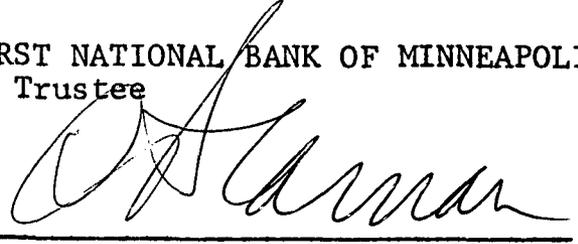
Lease, and the Company, have caused these presents to be duly executed, as of the 10th day of March, 1980.

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:



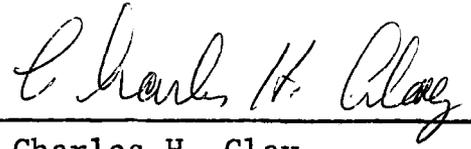

Attesting Witnesses

ATTEST:

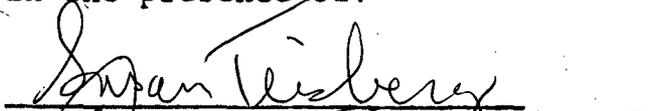
SOO LINE RAILROAD COMPANY


Secretary

By


Charles H. Clay
Executive Vice President

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



Attesting Witnesses

