

280 PARK AVENUE, NEW YORK, N. Y. 10017  
(212) 732-1040, TELEX: 126697

20 PLACE VENDÔME, 75001 PARIS, FRANCE  
280. 34. 05; TELEX: 220242

1747 PENNSYLVANIA AVENUE, N. W., WASHINGTON, D. C. 20006  
(202) 672-0013, TELEX: 88543

**WHITE & CASE**  
14 WALL STREET  
NEW YORK, N. Y. 10005  
(212) 732-1040  
TELEX: 126201

66 GRESHAM ST., LONDON EC2V 7LB, ENGLAND  
726-6361; TELEX: 864757

125 WORTH AVENUE, PALM BEACH, FLORIDA 33480  
(305) 833-1040

2 ICE HOUSE STREET, HONG KONG  
5-25306; TELEX: 63604

JAS:CAT

PLEASE REPLY TO 280 PARK AVENUE  
January 28, 1982

5  
**2-033A134**

Hon. Agatha Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

13356-A  
RECORDATION NO. FILE 145

FEB 2 1982 -4 10 PM

FEB 2 1982  
A 02 PM '82

Dear Ms. Mergenovich:

INTERSTATE COMMERCE COMMISSION

Pursuant to 49 USC §11303 of the Interstate Commerce Act, there are transmitted herewith for filing and recording one executed notarized original, and one copy, of an amendment dated December 17, 1981 to an Agreement dated November 9, 1981 between Chicago and North Western Transportation Company, as Property Owner, and General Electric Company, as Tax Lessor, for the leasing of materials for Track and Betterments (16 year life). The original Agreement for the leasing of materials for Track and Betterments (16 year life) was recorded on December 14, 1981, recordation no. 13356.

The name and address of the Property Owner are:

Chicago and North Western Transportation  
Company  
One North Western Center  
Chicago, Illinois 60606

The name and address of the Tax Lessor are:

General Electric Company  
570 Lexington Avenue  
New York, New York 10022

A check in the amount of \$10 to cover the additional filing fee is enclosed.

Sincerely yours,

*Jennifer A. Sullivan*

Jennifer A. Sullivan

Enclosures

*C. Dunlap*  
*Buyer 1863*

RECORDATION NO. 13356-A  
FEB 2 1982 - 4 10 PM  
RRB 14 YEARS

EXHIBIT A-2\*\*

INTERSTATE COMMERCE COMMISSION  
NEW RATE REPLACEMENT

16-YEAR LIFE

December 29, 1981 Closing under Agreement dated November 9, 1981  
with General Electric Company\*

AUTHORITY FOR  
FIXED  
EXPENDITURE #

DESCRIPTION

PROPERTY OWNER'S  
ADJUSTED BASIS/  
PURCHASE PRICE

86728

Install 4.25 miles of 136# new rail  
replacing 112# rail between MP 329.75  
and 334.0; W. Missouri Valley -  
Loveland, Iowa

\$ 589,635\*\*

Sub-Total 16 Year Life

\$ 589,635

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\* For purposes of the Agreement, one item (as defined therein)  
equals one foot of rail.

\*\* As amended December 17, 1981

ANNEX A  
 TO  
 Agreement Dated November 9, 1981  
 between Chicago and North Western  
 Transportation Company and General  
 Electric Company

RRB - 14 Years

The Property

| <u>Item</u> | (2)<br><u>Property Owner's<br/>Adjusted Basis/<br/>Purchase Price</u> | (3)<br><u>Cash<br/>Payment</u> | (4)<br><u>Lease<br/>Termination<br/>Date</u> | (5)<br><u>Present<br/>Class Life<br/>(or where<br/>applicable,<br/>Useful<br/>Life)</u> | (6)<br><u>150 Percent<br/>of Present<br/>Class Life<br/>(or where<br/>applicable,<br/>90 Percent<br/>of Useful Life)</u> | (7)<br><u>\$168(c)(2)<br/>Class of<br/>Recovery<br/>Property</u> |
|-------------|---|--------------------------------|--|---|--|--|
|-------------|---|--------------------------------|--|---|--|--|

PART 1

|  |                 |                 |         |          |            |                      |
|--|-----------------|-----------------|---------|----------|------------|----------------------|
| New Rail<br>Replacement<br>Property        | \$14,022,943.00 | \$ 2,804,588.60 | 11/9/95 | 16 years | 14.4 years | 5 - year<br>Property |
| Property<br>described<br>in Exhibit<br>A-1 |                 |                 |         |          |            |                      |

PART 2 \*

|   |               |               |          |          |            |                      |
|---|---------------|---------------|----------|----------|------------|----------------------|
| New Rail<br>Replacement<br>Property         | \$ 589,635.00 | \$ 117,927.00 |          | 16 years | 14.4 years | 5 - year<br>Property |
| Property<br>described<br>in Exhibit<br>A-2* |               |               | 12/29/95 |          |            |                      |

\*As amended December 17, 1981

CHICAGO AND NORTH WESTERN  
 TRANSPORTATION COMPANY

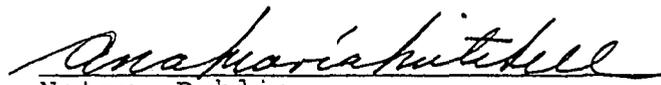
BY \_\_\_\_\_

GENERAL ELECTRIC COMPANY

BY \_\_\_\_\_

DISTRICT OF COLUMBIA      ss:

I, the undersigned Notary Public in and for the district aforesaid, do hereby certify that William R. Hammock and T.A. Tingleff whose names are signed to the foregoing document bearing the date of December 17, 1981, are proved by the oath of creditable witnesses to be Attorney-in Fact of the General Electric Company and Vice President of the Chicago and North Western Transportation Company, respectively.

  
Notary Public

My Commission Expires:

My Commission Expires April 14, 1983