

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

20 PLACE VENDÔME, 75001 PARIS, FRANCE
260. 34. 05; TELEX: 220242

1747 PENNSYLVANIA AVENUE, N. W., WASHINGTON, D. C. 20006
(202) 672-0013; TELEX: 89543

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: 884757

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

2 ICE HOUSE STREET, HONG KONG
5-253081; TELEX: 63604

JAS:CB

RECORDATION No. **13357A** Filed 1425

PLEASE REPLY TO 280 PARK AVENUE
January 18, 1982

FEB 1 1982-3 40 PM

INTERSTATE COMMERCE COMMISSION

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

No. **2-032A121**
Date **FEB 1 1982**
Fee \$ **10.00**
ICC Washington, D. C.

FEB 1 9 33 PM '82

Dear Ms. Mergenovich:

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 1, 1981 to the 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 (20 year life). The original Agreement was recorded on December 14, 1981, recordation no. 13357.

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

Agatha Mergenovich
Chicago and North Western Transportation Company

Interstate Commerce Commission
Washington, D.C. 20423

2/1/82

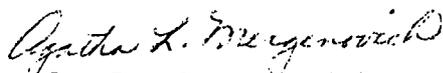
OFFICE OF THE SECRETARY

Jennifer A. Sullivan
White & Case
14 Wall Street
New York, N.Y. 10005

Dear **Ms. Sullivan:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/1/82** at **3:40pm**, and assigned re-
recording number(s). **13357-A**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

ANNEX A

to

Agreement dated November 9, 1981
between Chicago and North Western
Transportation Company and
General Electric Company

REGISTRATION NO. 13357-A Filed 1426

FEB 1 1982-3 40 PM - 18 Years

INTERSTATE COMMERCE COMMISSION
The Property

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

PART 1

New Rail Replacement Property described in Exhibit A-1	\$2,440,638.00	\$634,565.88	11/9/99	20 Years	18 Years	5-Year Property
--	----------------	--------------	---------	----------	----------	-----------------

PART 2*

New Rail Replacement Property described in Exhibit A-2*	\$1,650,005.00	\$429,001.30	12/7/99	20 Years	18 Years	5-Year Property
---	----------------	--------------	---------	----------	----------	-----------------

*As amended December 1, 1981:

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

GENERAL ELECTRIC COMPANY

By *JWB*
Vice President

By *William R. Hammock*
Attorney-in-Fact.

RRB - 18 YearsNEW RAIL REPLACEMENT20 YEAR LIFE

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

<u>AUTHORITY FOR FIXED EXPENDITURE #</u>	<u>DESCRIPTION</u>	<u>PROPERTY OWNER'S ADJUSTED BASIS/ PURCHASE PRICE</u>
83056	Install 2.3 miles of 136# rail, new rail replacing 112# rail between MP 4.6 and MP 6.9	\$ 309,852
83057	Install 15.8 miles of 136# rail, new rail replacing 112# rail between MP 6.9 and MP 22.7	<u>2,130,786</u>
	Sub-total 20 year life	\$2,440,638

EXHIBIT A-2**

December 7, 1981 Closing under Agreement dated
November 9, 1981 with General Electric Company*

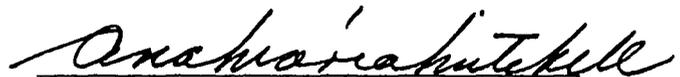
<u>AUTHORITY FOR FIXED EXPENDITURE #</u>	<u>DESCRIPTION</u>	<u>PROPERTY OWNER'S ADJUSTED BASIS/ PURCHASE PRICE</u>
83104	Install 11.9 miles of 136# rail, new rail replacing 112# rail between MP 86.0 and 97.9 - Beverly-Norway, Iowa.	\$1,616,027.00
82778	Install .25 miles of 136# rail, new rail replacing 112# rail between MP 207.35 and 207.60 - Boone, Iowa	<u>33,978.00</u>
	Sub-total 20 year life	\$1,650,005.00

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

**As amended December 1, 1981.

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 1, 1981, are proved by the oath of creditable witnesses to be Attorney-in-Fact of the General Electric Company and Vice President of Chicago and North Western Transportation Company, respectively.


Notary Public

My Commission Expires:

My Commission Expires April 14, 1983