

Soo Line Railroad Company



Soo Line Building  
Box 530  
Minneapolis, Minnesota 55440  
(612) 337-7639

JEAN L. FINDORFF  
Corporate Attorney

January 15, 1990

RECORDATION NO. 12980-B  
FILED 1428

JAN 18 1990 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

0-018A076

Secretary  
Interstate Commerce Commission  
12th and Constitution Ave. N.W.  
Washington, D.C. 20423

JAN 18 11 53 AM '90  
RECORDATION UNIT

RE: Soo Line Railroad Equipment Trust of 1981  
Primary Document Recordation No. 12980

Dear Secretary:

I have enclosed duly acknowledged duplicate originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Agreement substituting Mercantile-Safe Deposit and Trust Company as Vendor in lieu of the original Vendors, a secondary document, dated as of December 8, 1989.

The primary document to which this is connected is recorded under Recordation No. 12980. The names and addresses of the parties to the documents are as follows:

Original Vendors: G. J. Johnston and  
R. E. Schreiber

c/o Mercantile-Safe Deposit and  
Trust Company  
P.O. Box 2258  
Baltimore, MD 21203

Trustee,  
Lessor, and  
Substitute  
Vendor:

Mercantile-Safe Deposit and  
Trust Company  
P.O. Box 2258  
Baltimore, MD 21203

Secretary  
Interstate Commerce Commission  
Page Two  
January 15, 1990

Lessee:               Soo Line Railroad Company  
                          Soo Line Building  
                          P.O. Box 530  
                          Minneapolis, MN 55440

A description of the equipment covered by the document follows:

All equipment covered by the Soo Line Railroad Equipment Trust of 1981, as amended.

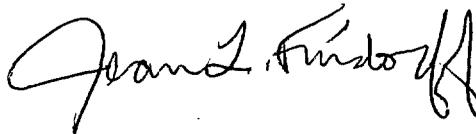
A fee of \$15 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return the excess originals, bearing appropriate recordation data, to Jean L. Findorff, Corporate Attorney, Soo Line Railroad Company, Suite 1000, Soo Line Building, P.O. Box 530, Minneapolis, MN 55440.

A short summary of the document to appear in the index follows:

Agreement dated as of December 8, 1989, substituting Mercantile-Safe Deposit and Trust Company as Vendor under Soo Line Railroad Equipment Trust and Lease of 1981 (Recordation No. 12980), dated as of March 1, 1981, as amended, and covering all equipment covered by the Soo Line Railroad Equipment Trust of 1981, as amended.

This letter is signed by an attorney for Soo Line Railroad Company.

Very truly yours,



JLF/ljb

Enclosures

cc: J. C. Miller  
      T. J. Bauer  
      Law Department File No. 615

JLFL.113

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/23/90

OFFICE OF THE SECRETARY

Jean L Findorff  
Corporate Attorney  
Soo Line Railroad Company  
Soo Line Building  
Box 530  
Minneapolis, Minnesota 55440

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/18/90 at 12:05pm and assigned recordation number(s). 10330-C, 11496-E & 12980-B

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

Soo Line Railroad Company



Soo Line Building  
Box 530  
Minneapolis, Minnesota 55440  
(612) 337-7639

**JEAN L. FINDORFF**  
Corporate Attorney

January 17, 1990

VIA AIRBORNE EXPRESS

Secretary  
Interstate Commerce Commission  
12th and Constitution Ave. N.W.  
Washington, D.C. 20423

RE: Documents for Recordation

Dear Secretary:

Enclosed is a check in the amount of \$45 for recordation of three Supplemental Leases under Nos. 10330, 11496, and 12980.

Thank you for your cooperation.

Very truly yours,

A handwritten signature in cursive script that reads "Jean L. Findorff".

JLF/ljb

Enclosures

JLFL.149

RECEIVED  
JAN 16 11 53 AM '90

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INTERSTATE COMMERCE COMMISSION

## AGREEMENT

(In re: Soo Line Railroad Equipment Trust of 1981)

THIS AGREEMENT, dated as of December 8, 1989, by and among G. J. Johnston and R. E. Schreiber ("Vendors"), Mercantile Safe Deposit and Trust Company ("Trustee"), and Soo Line Railroad Company ("Company"),

WITNESSETH:

WHEREAS, Vendors are the Vendors under that certain Agreement (the "Trust") dated as of March 1, 1981, by and among Vendors, Trustee, and Company; and

WHEREAS, Vendors desire to resign as the Vendors under the Trust and to transfer to Trustee their obligations and duties under the Trust; and

WHEREAS, Trustee is willing to assume Vendors' obligations and duties under the Trust; and

WHEREAS, Company assents to Vendor's resignation and to the assumption by Trustee of Vendors' obligations and duties under the Trust; and

WHEREAS, the Trust fails to provide any specific mechanism whereby Vendors can resign and transfer their obligations and duties to Trustee; and

WHEREAS, such transfer of obligations and duties is consistent with the purposes and intents of the Trust; and

WHEREAS, the Trust provides that any action taken by either of the Vendors shall have the same force and effect as if taken by both of them;

NOW, THEREFORE, the parties hereto agree as follows:

1. Vendors hereby resign as the Vendors under the Trust, such resignation to be effective immediately.

2. Trustee and Company hereby accept the resignation of Vendors.

3. Trustee hereby assumes Vendors' duties and obligations under the Trust.

4. Company hereby assents to the assumption by Trustee of Vendors' duties and obligations under the Trust.

IN WITNESS WHEREOF, Vendors have executed this Agreement as of the date first above written; and Trustee and Company have caused this Agreement to be executed and attested as of such date by their duly authorized offices and have further caused this Agreement to be sealed with their corporate seals.

VENDORS

R. E. Schreiber, on behalf  
of himself and  
G. J. Johnston

By 

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY

By   
Its ~~CORPORATE TRUST OFFICER~~

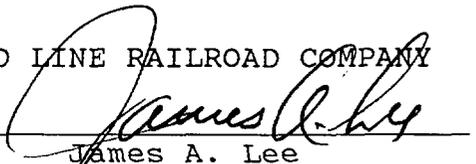
ATTEST:

By   
Its Asst. Trust Officer

ATTEST:

By   
Its Assistant Secretary

SOO LINE RAILROAD COMPANY

By   
James A. Lee  
Its Senior Vice President  
and Chief Financial  
Officer

State of Maryland )  
~~County~~ <sup>City</sup> of Baltimore ) ss:  
)

On this 12<sup>th</sup> day of December, 1989, before me personally appeared R. E. Schreiber, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Pauline J. Zetser  
Notary Public

My commission expires July 1, 1990

State of Maryland )  
City ) ss:  
County of Baltimore)

On this 12<sup>TH</sup> day of December, 1989, before me personally appeared JAMES A. ADAMS to me personally known, who, being by me duly sworn, says that he is a **CORPORATE TRUST OFFICER** of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Amelia J. Eubank*  
Notary Public  
My commission expires July 1, 1990

