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RECORDATION NO 9376-F  
FILED 1425

OFFICES IN  
WASHINGTON, D. C.  
NEW YORK  
NEW JERSEY

MAR 8 1990 -11 50 AM

February 17, 1990

INTERSTATE COMMERCE COMMISSION

HAND DELIVERED

0-007A005

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11303(a) are two (2) copies of Rider No. 1 to Lease Assumption and Renewal Agreement dated as of January 1, 1986 ("Rider No. 1"). Rider No. 1 relates to a Lease of Railroad Equipment dated as of March 17, 1978 (the "Lease") and the railroad equipment described therein, which Lease was duly recorded and filed with the Interstate Commerce Commission on May 15, 1978 under recordation no. 9376-B and a Lease Assumption and Renewal Agreement (the "Lease Assumption") which was duly recorded and filed with the Interstate Commerce Commission on February 3, 1990, under recordation no. 9376-C. The Lease and Lease Assumption are primary documents as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

- Lessor: Rack Associates  
901 Farmington Avenue  
West Hartford, Connecticut 06119
- Lessee: Soo Line Railroad Company,  
as successor-in-interest to  
Stanley E. G. Hillman, trustee of  
the property of Chicago, Milwaukee,  
St. Paul and Pacific Railroad Company  
105 South Fifth Street  
Minneapolis, Minnesota 55440

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 attached hereto and made a part hereof.

*Counterparts - Deborah McGee*

OBER, KALER, GRIMES & SHRIVER

Ms. Noreta R. McGee  
February 17, 1990  
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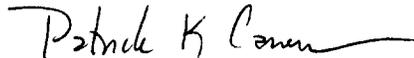
Also enclosed is our check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a filed-stamped copy of the enclosed document to Partrick K. Cameron, Esq, Ober, Kaler, Grimes & Shriver, 120 East Baltimore Street, 9th Floor, Baltimore, Maryland 21202-1643.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Rider No. 1 to Lease Assumption and Renewal Agreement dated as of January 1, 1986, by and between Rack Associates, Lessor, and Soo Line Railroad Company, as successor-in-interest to Chicago Milwaukee, St. Paul and Pacific Railroad Company, Lessee, covering 69 bi-level auto racks.

Very truly yours,



Patrick K. Cameron

PKC/pml  
Enclosures

Schedule 1

Sixty-nine fully enclosed bi-level auto racks presently on lease to the Soo Line Railroad Company comprised of:

\_\_\_\_\_ Models AB15156 including Whitehead & Kales radial end doors, 60-Ratchet Lo Ty's (A-234-786), 60-Idler Assemblies (A-234-760) and 60-Chain Assemblies (C-231-465).

The serial numbers for the sixty-nine (69) bi-level auto racks are as follows:

<u>Rack No.</u>	<u>Serial No</u>	<u>Rack No.</u>	<u>Serial No</u>
M-7151	59451-52	M-7191	59505-06
M-7152	59457-58	M-7192	59567-68
M-7153	59455-56	M-7193	59501-02
M-7154	59453-54	M-7194	59565-66
M-7156	59463-64	M-7195	59559-60
M-7157	59461-62	M-7196	59551-52
M-7158	59465-66	M-7197	59525-26
M-7159	59477-78	M-7198	59575-76
M-7161	59473-74	M-7199	59539-40
M-7163	59479-80	M-7200	59541-42
M-7164	59471-72	M-7201	59573-74
M-7165	59467-68	M-7202	59537-38
M-7166	59469-70	M-7203	59547-48
M-7167	59459-60	M-7204	59549-50
M-7168	59489-90	M-7205	59583-84
M-7169	59485-86	M-7206	59585-86
M-7170	59483-84	M-7207	59579-80
M-7171	59487-88	M-7208	59597-98
M-7172	59493-94	M-7209	59595-96
M-7174	59495-96	M-7210	59577-78
M-7175	59497-98	M-7211	59589-90
M-7176	59523-24	M-7212	59543-44
M-7177	59527-28	M-7213	59545-46
M-7178	59515-16	M-7214	59591-92
M-7179	59519-20	M-7215	59587-88
M-7180	59509-10	M-7216	59593-94
M-7181	59513-14	M-7217	59507-08
M-7182	59521-22	M-7219	59555-56
M-7183	59561-62	M-7220	59571-72
M-7184	59569-70	M-7221	59499-500
M-7185	59533-34	M-7222	59531-32
M-7186	59503-04	M-7223	59511-12
M-7187	59535-36	M-7224	59581-82
M-7188	59557-58	M-7225	59563-64
M-7189	59553-54		

*SOO*

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INTERSTATE COMMERCE COMMISSION

Rider No. 1 to Lease Assumption and Renewal Agreement dated as of January 1, 1987 by and between Rack Associates, as Lessor, and Soo Line Railroad, as Lessee (the "Lease Assumption and Renewal Agreement")

This Rider No. 1, dated as of February 17, 1987, by and between Rack Associates, a Connecticut limited partnership ("Lessor"), and Soo Line Railroad Company, a Minnesota corporation ("Soo").

Section 5 of the Lease Assumption and Renewal Agreement is cancelled with regard to the rental rate and replaced with the following:

1. Rental from January 1, 1987, through December 31, 1987, will be \$175.52 per unit paid monthly in advance.
2. Rental from January 1, 1988, through December 31, 1989, will be \$258.60 per unit paid monthly in advance.

In Witness whereof, the parties hereto have executed this Rider No. 1 as of the date first written above.

RACK ASSOCIATES (LESSOR)  
By: Integrated Equipment, Inc., General Partner

SOO LINE RAILROAD COMPANY (LESSEE)

By: *Leth G. Kaye*  
Its: V.P.

By: *Carl F. [Signature]*  
Its: EXECUTIVE VICE PRESIDENT OPERATIONS

ATTACHMENT TO LEASE ASSUMPTION AND RENEWAL AGREEMENT

Dated as of January 1, 1986  
Casualty Loss Table

Purchase Price = \$26,726.00 per unit

*SOC*  
*2/1/86*

<u>Payment</u> <u>Date</u>	<u>Casualty Loss Value as</u> <u>Percentage of Purchase Price</u>
07/01/86	58.060%
10/01/86	55.571
01/01/87	53.020
02/01/87	52.805
03/01/87	52.591
04/01/87	52.376
05/01/87	52.156
06/01/87	51.935
07/01/87	51.715
08/01/87	51.489
09/01/87	51.263
10/01/87	51.037
11/01/87	50.806
12/01/87	50.574
01/01/88	50.343
02/01/88	50.049
03/01/88	49.754
04/01/88	49.460
05/01/88	49.153
06/01/88	48.847
07/01/88	48.540
08/01/88	48.221
09/01/88	47.903
10/01/88	47.584
11/01/88	47.253
12/01/88	46.921
01/01/89	46.590
02/01/89	46.245
03/01/89	45.901
04/01/89	45.556
05/01/89	45.197
06/01/89	44.839
07/01/89	44.480
08/01/89	44.107
09/01/89	43.735
10/01/89	43.362
11/01/89	42.617
12/01/89 and Thereafter	41.871 41.126