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April 7, 1995

**Louis E. Gitomer**  
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Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. **11073-E**  
FILED 1425  
APR 7 1995 - 1 28 PM  
INTERSTATE COMMERCE COMMISSION

LICENSING SECTION

APR 7 1 28 PM '95

OFFICE OF THE  
SECRETARY

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is a Memorandum of Lease, a secondary document, to be effective as of January 15, 1995. The primary document to which this document is connected is recorded under Recordation No. 11073. We request that this document be recorded under Recordation No. 11073-E.

The names and addresses of the parties to the Memorandum of Lease are as follows:

Lessor:

First Security Bank of Idaho, N.A., successor in interest to First Security State Bank  
79 South Main Street  
Salt Lake City, UT 84111

Lessee:

Chicago and North Western Railway Company, formerly known as Chicago and North Western Transportation Company  
One North Western Center  
Chicago, IL 60606

A description of the equipment covered by the document consists of nine GP38-2, 2,000 horsepower locomotives numbered CNW 4626-4634, inclusive.

Counterparts - Williams

BALL, JANIK & NOVACK

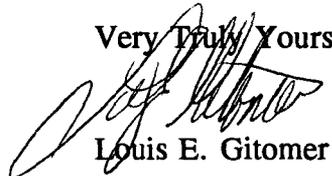
The Honorable Vernon A. Williams  
April 7, 1995  
Page 2

A fee of \$21.00 is enclosed. Please return two originals to:

Louis E. Gitomer  
Of Counsel  
Ball, Janik & Novack  
Suite 1035  
1101 Pennsylvania Avenue, N.W.  
Washington, DC 20004

A short summary of the document to appear in the index follows: a Memorandum of Lease between First Security Bank of Idaho, N.A., successor in interest to First Security State Bank, 79 South Main Street, Salt Lake City, UT 84111, and Chicago and North Western Railway Company, formerly known as Chicago and North Western Transportation Company, One North Western Center, Chicago, IL 60606, covering nine GP38-2 2,000 horsepower locomotives numbered CNW 4626-4634, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 11073-E  
APR 7 1995 1:00 PM  
INTEGRATED SERVICE CORPORATION

6894

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is executed to be effective as of January 15, 1995, between CHICAGO AND NORTH WESTERN RAILWAY COMPANY, (formerly known as Chicago and North Western Transportation Company), ("Lessee"), and FIRST SECURITY BANK OF IDAHO, N.A. ("Trustee")(successor in interest to First Security State Bank), not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of October 15, 1979 with GATX THIRD AIRCRAFT CORPORATION ("Owner") (successor in interest to Wickes Leasing Corporation, the original owner).

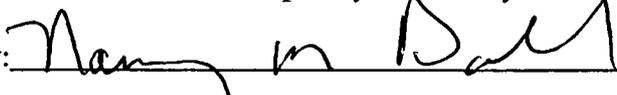
WITNESSETH

Lessee and Trustee have entered into a certain AMENDMENT NO. 1 TO LEASE OF RAILROAD EQUIPMENT dated as of January 15, 1995 whereunder Lessee and Trustee have agreed to extend the term of the Lease of Railroad Equipment dated as of October 15, 1979, (the "Lease"), which was recorded with the ICC on November 20, 1979 and given Recordation Number 11073-B, covering nine (9) GP 38-2 2000 h.p. locomotives, Road Numbers CNW 4626 through CNW 4634, for an additional five years commencing January 15, 1995 and continuing until January 15, 2000.

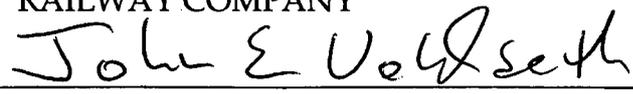
This Memorandum of Lease has been executed and delivered by the parties for the purpose of recording and giving notice of the extension of the term of the Lease.

IN WITNESS WHEREOF, the parties have executed this instrument as of the date first written above.

TRUSTEE: FIRST SECURITY BANK OF IDAHO, N.A., not in its individual capacity but solely as Trustee,

By:   
Its: Trust Officer

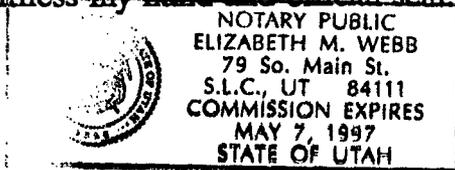
LESSEE: CHICAGO AND NORTH WESTERN RAILWAY COMPANY

By:   
Its: J. E. VOLDSETH  
VICE-PRESIDENT FINANCE

State of UTAH )  
County of SALT LAKE )

On March 15, 1995 before me, Elizabeth M. Webb, Notary Public, personally appeared Nancy M. Dahl, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal



Elizabeth M. Webb  
Notary Public

Capacity Claimed by Signer:

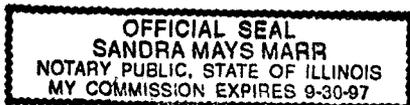
- Individual    Corporate Officer    Trust Officer    Partner    Limited  
 Attorney-in-fact    Trustee    Title(s)    General  
 Other \_\_\_\_\_

Signer is Representing First Security Bank of Idaho, N.A.

State of ILLINOIS )  
County of COOK )

On March 29, 1995 before me, Sandra Mays Marr, Notary Public, personally appeared John E. Voldseth, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Sandra Mays Marr  
Notary Public

Capacity Claimed by Signer:

- Individual    Corporate Officer    \_\_\_\_\_    Partner    Limited  
 Attorney-in-fact    Trustee    Title(s)    General  
 Other \_\_\_\_\_

Signer is Representing \_\_\_\_\_