

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE
SUITE 500 — 825 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004-2901
202-828-2838
FAX: 202-347-3419

513-381-2838
CABLE: TAFTHOL TWX: 810-461-2623
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215-3022
614-221-2838
FAX: 614-221-2007

May 18, 1992

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

RECORDATION NO 9006-E FILED 105

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011-2783
606-331-2838
513-381-2838
FAX: 513-381-6613

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
Attn: Mildred Lee
Room 2303

MAY 18 1992 - 4 50 PM
INTERSTATE COMMERCE COMMISSION

2-140A004

Dear Ms Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to Railcar Lease Agreement, a secondary document, dated April 7, 1992. The primary document to which this is connected is recorded under Recordation No. 9006. We request that this amendment be cross indexed.

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

- LESSOR: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202
- LESSEE: Soo Line Railroad Company
P.O. Box 530
Soo Line Building
Minneapolis, MN 55440

MAY 19 4 45 PM '92

The equipment covered by the enclosed document is nineteen (19) 100 ton, 1977 Greenville built, 86' 6" high cube box cars currently bearing the reporting marks MILW 4787 - 4806, inclusive, excluding MILW 4793.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

Ms. Mildred Lee
May 18, 1992
Page 2

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

Amendment to Railcar Lease Agreement from Soo Line Railroad Company, P.O. Box 530, Soo Line Building, Minneapolis, MN 55440 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated April 7, 1992 and covering nineteen (19) 100 ton, 1977 Greenville built, 86' 6" high cube box cars currently bearing the reporting marks MILW 4787 - 4806, inclusive, excluding MILW 4793.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/lsc
Enclosure

iccminn.djj

9006-E
REGISTERED NO. FILED 1/23

MAY 18 1992 4 50 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith Jr.

Notary Public/

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

9006-E

AMENDMENT TO
RAILROAD CAR LEASE AGREEMENT

MAY 13 1992 -4 50 PM

INTERSTATE COMMERCE COMMISSION

This Amendment to Railroad Car Lease Agreement (the "Amendment") is entered into this 7th day of April 1992, by and between The David J. Joseph Company, a Delaware corporation, successor to Greenlease Company, a division of Greenville Steel Car Company (hereinafter referred to as "Lessor") and Soo Line Railroad Company, a Minnesota corporation, successor to Chicago, Milwaukee, St. Paul and Pacific Railroad Company (hereinafter referred to as "Lessee") amending that certain Railroad Car Lease Agreement (the "Lease") dated September 1, 1977, by and between Lessor and Lessee and filed with the ICC on September 20, 1977 with recordation number 9006.

WHEREAS, the parties desire to amend the Lease to extend the Lease expiration date to December 31, 1992 for the remaining nineteen (19) boxcars identified in Exhibit A attached (the "Cars") which are the subject of the Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended by extending the Lease expiration date to December 31, 1992 for the Cars. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

LESSOR:

Signed and acknowledged
in the presence of:

Susan L. Hardumbergh
Cynthia L. Frost

THE DAVID J. JOSEPH COMPANY

BY: D. F. McMillan

NAME: MR. DOUGLAS F. McMILLAN

TITLE: VICE PRESIDENT

LESSEE:

Signed and acknowledged
in the presence of:

B. M. Winter
B. M. WINTER
GENERAL MANAGER, MARKETING

SOO LINE RAILROAD COMPANY

BY: L. M. Allen

NAME: L. M. ALLEN L. M. ALLEN

TITLE: AVP MTS
ASSISTANT VICE PRESIDENT
MARKETING & SALES

EXHIBIT A

Nineteen (19) 100 ton, 1977 Greenville built, 86'6" high cube boxcars bearing the reporting marks:

MILW 4787-4806, inclusive
excluding MILW 4793

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 7th day of APRIL, 1992, before me the subscriber, JAMES H. GOETZ, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named DOUGLAS F. McMILLAN to me personally known, who stated and acknowledged that he is the VICE PRESIDENT of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day of APRIL, 1992.


(Notary Signature)

My commission expires:

JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

Prov

STATE OF ONTARIO)

COUNTY OF YORK)

SS:

On this 10th day of April, 1992, before me the subscriber, William J. Keel, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Lawre Allen.

to me personally known, who stated and acknowledged that he is the Vice-President of Canadian Pacific Limited (CP Rail),
(title) (company)
authorized agent of Soo Line Railroad Company
a Minnesota corporation, and duly authorized by
(state)

authority of the Board of Directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10th day of April, 1992.

William J. Keel
(Notary Signature)

My commission expires:
is for Life
