THOMPSON, HINE AND FLORY

1920 N STREET, N. W.

WASHINGTON, D.C. 20036

(202) 331-8800 · TELEX 904173

FAX (202) 331-8330

AKRON, OHIO
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February 20, 1990

RECORDATION NO 16053 A FILED 1425

FEB 20 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION

HAND DELIVERED

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

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. § 11303 and 49 C.F.R. § 1177 are the original and one certified true copy of an Extension Agreement entered into as of August 15, 1989 by and between MHC, Inc. an Oregon corporation, and Soo Line Railroad Company, a Minnesota corporation.

The enclosed document is an Extension Agreement dated as of August 15, 1989 and is a secondary document within the meaning of 49 C.F.R. § 1177.1(b). The primary documents to which this secondary document is connected are recorded under Recordation Nos. 16050, 16051, 16052, [redacted] and 16054. The primary documents are rail car leases, the terms of which are extended by the enclosed Extension Agreement. It is requested that this Extension Agreement be cross-indexed.

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

Lessor: MHC, Inc.
One Central Park Plaza
Omaha, Nebraska 68102

Lessee: Soo Line Railroad Company
Box 530
Minneapolis, Minnesota 55440

A description of the equipment covered by the document is as follows:

Counterparts - Jan W. G. Jones Jr.

Covered hopper cars of 4750 cubic foot capacity subject of lease agreements filed under Recordation Nos. 16050, 16051, 16052, 16053 and 16054.

A filing fee of $15 is enclosed. Please return the original document to the bearer upon completion and recordation.

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

Extension of the term of five hopper car leases between MHC, Inc., an Oregon corporation, as Lessor, and Soo Line Railroad Company, a Minnesota corporation, as Lessee, dated as of August 15, 1989 and covering those covered hopper cars that are the subject of the lease agreements between MHC, Inc. and Soo Line Railroad Company, dated as of November 1, 1988 and bearing Recordation Nos. 16050, 16051, 16052, 16053 and 16054.

Very truly yours,

Peter A. Greene

PAG:dmr
Enclosure
[9372Q]

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INTERSTATE COMMERCE COMMISSION

AFFIDAVIT

District of)
) SS.
Columbia)

Peter A. Greene, having been duly sworn, deposes and says that he has compared the attached copy of the Extension Agreement between MHC, Inc., an Oregon corporation, and Soo Line Railroad Company, a Minnesota corporation, dated as of August 15, 1989, to the original document and found the copy to be complete and identical in all respects to the original document.

Peter A. Greene

Subscribed and sworn to before me, a notary public in and for the District of Columbia, this 19th day of February, 1990.

Bethia L. Hendricks
Notary Public

My Commission Expires: My Commission Expires January 31, 1991

Soo Line Railroad Company
Original Copy

EXTENSION AGREEMENT

THIS EXTENSION AGREEMENT made as of this 15 day of [illegible], 1989, between MHC, Inc., an Oregon Corporation ("Lessor") and the Soo Line Railroad Company, a Minnesota Corporation ("Lessee"); the parties wish to enter into this Extension Agreement with respect to the lease of certain railroad equipment subject to the following terms and conditions:

RECITALS:

A. The parties are subject to five Hopper Car Lease Agreements for the lease of certain railroad equipment each dated November 1, 1988 and filed with the Interstate Commerce Commission November 29, 1988 (the "Lease Agreements");

B. The parties wish to extend the term of the Agreement for an additional one year period and further modify the Lease Agreements.

NOW, THEREFORE, in consideration of the Recitals which are made a contractual part hereof, and in further consideration of the mutual covenants hereinafter contained, the parties agree:

1. The term of each of the Lease Agreements is hereby extended through and including October 31, 1990.

2. Paragraph 6 of each of the Agreements is hereby deleted and in its place the following shall apply:

6. Repair and Maintenance

Lessor, at its sole expense, shall make or cause to be made such inspections of, and perform such maintenance, repairs, alterations, modifications or replacement of parts as may be necessary to keep the Cars in good operating condition throughout the term of this Lease; provided, however, Lessee shall be responsible for and make or cause to be made all necessary repairs or replacement of removable parts, as they apply to the loading/unloading system on the Cars, including, without limitation, outlet gates and hatch covers. Upon request of Lessor, and at Lessor's sole expense, Lessee shall, if able, perform any necessary maintenance and repairs to Cars on Lessee's railroad tracks, in accordance with the Interchange Rules and at the lower of either of those rates published by the AAR for labor and materials, or the lowest rate charged by Lessee to any other party with which it is not affiliated. Lessee may make running repairs, in accordance with the Interchange Rules and standards, at

SOO MHC

Lessor's expense, to facilitate continued immediate use of a Car provided, however, that any major repairs shall not be performed without prior approval from Lessor. Lessee shall not otherwise make any repairs, alterations, improvements or additions to the Cars without Lessor's prior written consent.

3. All other provisions of the Lease Agreements shall remain in full force and effect and unaltered by the revisions herein set forth.

MHC, INC.

By: _____
Its: PRESIDENT

Date: February 12, 1990

Attest:

By: _____

SOO LINE RAILROAD COMPANY

_____
Its: Vice President,
Equipment Management

Date: JANUARY 24, 1990

Attest:

By: _____
ASSISTANT SECRETARY

APPROVED AS TO FORM

_____
LAW DEPARTMENT
JEANIL FINDORFF