

Soo Line Railroad Company



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

January 22, 1990

JEAN L. FINDORFF  
Corporate Attorney

0-023A038

RECORDATION NO. 8917  
FILED 1425

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

JAN 23 1990 - 12 15 PM  
INTERSTATE COMMERCE COMMISSION

RE: Soo Line Railroad Equipment Trust of 1977  
Primary Document Recordation No. 8917

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 a Third Supplemental Lease of Railroad Equipment, a secondary document, dated as of January 22, 1990.

The primary document to which this is connected is recorded under Recordation No. 8917.

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

Trustee,  
Lessor, and  
Substitute  
Vendor: First Bank National Association  
120 South 6th Street  
Minneapolis, MN 55480

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: nineteen (19) 100-ton 4000 cu. ft. open top hopper cars with rotary dump coupler, bearing Soo Line road numbers 62166-62173 (both inclusive) and 62190-62200 (both inclusive).

A fee of \$15 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return one original and any extra copies not needed by the Commission, bearing appropriate recordation data, to Jean L. Findorff, Corporate

*County Trust - Aug C. Flood*

Interstate Commerce Commission  
Page Two  
January 22, 1990

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:

Third Supplemental Lease between  
First Bank National Association as  
Trustee under Soo Line Railroad  
Equipment Trust and Lease of 1977  
(Recordation Number 8917), dated as  
of August 1, 1977, as amended, and  
Soo Line Railroad Company ("Lessee")  
dated as of January 22, 1990, and  
covering nineteen (19) 100-ton 4000  
cu. ft. open top hopper cars with  
rotary dump coupler, bearing Soo  
Line road numbers 62166-62173 (both  
inclusive) and 62190-62200 (both  
inclusive).

Thank you for your cooperation.

Very truly yours,



JLF/ljb

Enclosures

cc: Law Department File 508  
J. C. Miller  
T. J. Bauer  
G. Kessler

JLFD.026

**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 Ms. Findorff:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/23/90 at 12:15pm, and assigned recordation number(s). 8917-I

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 8917 FILED 1488

JAN 23 1990 - 12 15 PM

Executed Counterpart No. 9

INTERSTATE COMMERCE COMMISSION

SOO LINE RAILROAD

EQUIPMENT TRUST OF 1977

THIRD SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

SUPPLEMENTAL TO LEASE OF RAILROAD EQUIPMENT, dated as of August 1, 1977 between FIRST BANK NATIONAL ASSOCIATION (formerly known as First National Bank of Minneapolis), a national banking association duly incorporated and existing under the laws of the United States of America (hereinafter called the "Trustee"), party of the first part, and SOO LINE RAILROAD COMPANY, a corporation duly organized and existing under the laws of the State of Minnesota (hereinafter called the "Company"), party of the second part:

WHEREAS, by certain Agreement and Lease, each dated as of August 1, 1977, there was constituted Soo Line Railroad Equipment Trust of 1977; and whereas pursuant to the provisions of said Agreement, certain railroad equipment was transferred by D. H. Bluhm and J. W. Scanlan, Vendors, to the Trustee, and by said Lease, said railroad equipment was leased by the Trustee to the Company; and

WHEREAS, by an Agreement dated as of June 16, 1986, by and among the Vendors, the Trustee, and the Company, the Vendors resigned as the Vendors under the Soo Line Railroad Equipment Trust

of 1977, and transferred to the Trustee then obligations and duties under said Equipment Trust; and

WHEREAS, the said Lease in Article Seventh thereof makes provision for the replacement by the Company at its own cost of trust Equipment which may be lost or destroyed with new equipment of a specified kind, title to which shall be transferred to the Trustee and made a part of the Trust Equipment; and

WHEREAS, an additional replacement has been made by the Company and title thereto is now vested in the Trustee, and the Company and Trustee now desire to execute a Second Supplemental Lease as in said Article Seventh provided.

NOW THIS AGREEMENT WITNESSETH:

The above-described Lease of Railroad Equipment, dated as of August 1, 1977, with the Agreement, dated as of August 1, 1977, thereto annexed, as supplemented by the Supplemental Lease dated June 15, 1982, and as supplemented by the Second Supplemental Lease dated December 18, 1989, constituting Soo Line Railroad Equipment Trust of 1977 is hereby supplemented as indicated in the next succeeding sentence, but in all other respects said Lease Agreement shall continue in full force and effect.

The Trustee, acting pursuant to Article Seventh of said Lease, for and in consideration of the sum of One Dollar to it paid by the Company at or before the execution and delivery hereof, the receipt of which is hereby acknowledged, and of the rents and covenants in said Lease mentioned to be paid, kept and performed by the Company, has let and leased and does hereby let and lease

to the Company all of the following standard gauge railroad equipment in addition to the Trust Equipment now covered by Soo Line Railroad Equipment Trust of 1977, to wit:

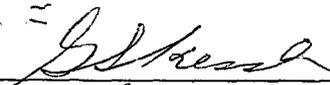
Nineteen (19) 100-ton 4000 cu. ft. open top hopper cars with rotary dump coupler, bearing Soo Line road numbers 62166-62173 (both inclusive) and 62190-62200 (both inclusive).

This Supplemental Lease may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

The Supplemental Lease shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the aforesaid Agreement and Lease, and the Company, have caused these presents to be duly executed, as of the 22nd day of January, 1990.

ATTEST:

  
Assistant Secretary

FIRST BANK NATIONAL ASSOCIATION  
as Trustee,

By   
Vice President

Signed, sealed and delivered  
by First Bank National  
Association in the presence of:

  
  
Attesting Witnesses

ATTEST:

SOO LINE RAILROAD COMPANY

Teresa A. Keener  
Assistant Secretary

BY James A. Ho  
Senior Vice President and  
Chief Financial Officer

Signed, sealed and delivered  
by Soo Line Railroad Company  
in the presence of:

Mary M. Saunders

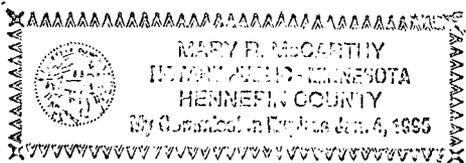
James L. Findorff  
Attesting Witnesses

JLFD.026

STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF HENNEPIN )

On this 22<sup>ND</sup> day of JANUARY, 1990, before me personally appeared ALEXANDER R. Bohm, to me personally known, who, being by me duly sworn, says that he is a Vice President of First Bank National Association, that the seal 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.

Mary R. McCarthy  
Notary Public



STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF HENNEPIN )

On this 18<sup>th</sup> day of January, 1990, before me personally appeared James A. Lee, to me personally known, who, being by me duly sworn, says that he is Senior Vice President and Chief Financial Officer of Soo Line Railroad Company, that the seal 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.

Ruth D. Nelson  
Notary Public

