

RECORDATION NO. 23270 FILED

DEC 21 '00 3-10 PM
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SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 21, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Equipment Lease Agreement, dated as of December 21, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: Soo Line Railroad Company
501 Marquette Avenue
Minneapolis, MN 55440

A description of the railroad equipment covered by the enclosed document is:

81 locomotives CP 8500 - CP 8580

Mr. Vernon A. Williams
December 21, 2000
Page Two

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

Memorandum of Equipment Lease Agreement between
Wilmington Trust Company, Lessor, and Soo Line Railroad
Company, Lessee covering 81 locomotives CP 8500 - CP 8580.

Also enclosed is a check in the amount of \$26.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23270 FILED

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(CPRC 2000-A)

DEC 21 '00 3-10 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Equipment Lease Agreement, made and entered into as of December 21, 2000, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and Soo Line Railroad Company, a Minnesota corporation, as Lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (CPRC 2000-A), dated as of December __, 2000 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth herein and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By


Name: **Jill K. Morrison**
Title: **Financial Services Officer**

Executed on this 18 day of December, 2000.

SOO LINE RAILROAD COMPANY

By

Name:
Title:

Executed on this ____ day of December, 2000.

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(CPRC 2000-A)**

Memorandum of Equipment Lease Agreement, made and entered into as of December __, 2000, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and Soo Line Railroad Company, a Minnesota corporation, as Lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (CPRC 2000-A), dated as of December __, 2000 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth herein and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 2000.

SOO LINE RAILROAD COMPANY

By Robert B. Hodgins
Name: **Robert B. Hodgins**
Title: **Vice President and Treasurer**

Executed on this 18 day of December, 2000.

STATE OF Delaware)
)
) SS.:
COUNTY OF New Castle)

On this, the 18 day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared Mark Morrison, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on December 18, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Leigh Emmi
Name: LEIGH EMMI
Notary Public NOTARY PUBLIC
My Commission Expires: My Commission Expires August 1, 2002
Residing in Delaware

STATE OF _____)
)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on December __, 2000 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on December __, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

Province
STATE OF Alberta)
) SS.:
COUNTRY OF CANADA)

On this, the 18 day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared Robert B. Hodgins who being by me duly sworn, says that he is the Vice President & Treasurer of SOO LINE RAILROAD COMPANY, that said instrument was signed on December __, 2000 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Judy M. Brian-Goodway
Notary Public
My Commission Expires: at the Pleasure of the
Residing in Calgary, Alta, Canada Jordan

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric Model AC4400 Diesel Electric Locomotives	81	CP 8500 through CP 8580, inclusive