

Soo Line Railroad Company



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

December 20, 1989

JEAN L. FINDORFF
Corporate Attorney

RECORDATION NO. 8917 FILED T-13

DEC 21 1989 - 12 30 PM

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

INTERSTATE COMMERCE COMMISSION

9-355A051

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 Second Supplemental Lease of Railroad Equipment, a secondary document, dated as of December 18, 1989.

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: one (1) 3,800 H.P. EMD Model SD60M Diesel-electric locomotive, bearing Soo road number 6062.

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

C. P. R. O.
Handwritten signature

Interstate Commerce Commission
Page Two
December 20, 1989

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:

Second 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 December 18, 1989, and
covering one (1) 3,800 H.P. EMD
SD60M Diesel-electric locomotive,
bearing Soo road number 6062.

Thank you for your cooperation.

Very truly yours,



JLF/ljb

Enclosures

cc: Law Department File 508
J. C. Miller
T. J. Bauer
N. Drees

JLFD.026

RECORDATION NO. 8917 FILED 1425 *AR*

Executed Counterpart No. 5

DEC 21 1989 - 12 30 PM
INTERSTATE COMMERCE COMMISSION

SOO LINE RAILROAD
EQUIPMENT TRUST OF 1977

SECOND 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, 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:

One (1) 3,800 H.P. EMD Model SD60M Diesel-electric locomotive, bearing Soo road number 6062.

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 18th day of December, 1989.

ATTEST:

FIRST BANK NATIONAL ASSOCIATION
as Trustee,

J. M. Dees
Assistant Secretary

By *J. J. Stentis*
Vice President

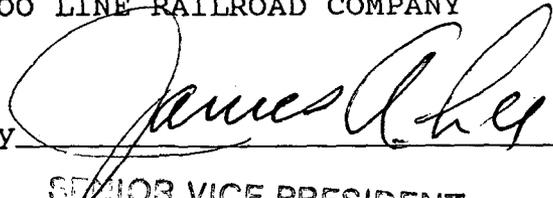
Signed, sealed and delivered
by First Bank National
Association in the presence of:

Karin Barr
Paulette Vadross
Attesting Witnesses

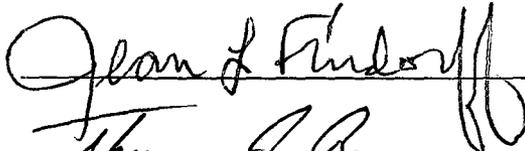
ATTEST:

SOO LINE RAILROAD COMPANY


Assistant Secretary

By 
SENIOR VICE PRESIDENT
& CHIEF FINANCIAL OFFICER

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



Attesting Witnesses

JLFD.026

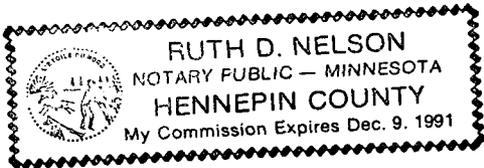
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this _____ day of _____, 1989, before me personally appeared _____, 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.

Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 15th day of December, 1989, 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