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ONE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60603
312 853-7000 FAX 312-853-7312

2049 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
213 553-8100 FAX 213-556-6544

875 THIRD AVENUE
NEW YORK, NEW YORK 10022
212 418-2100 FAX 212-418-2165

1722 EYE STREET, NW
WASHINGTON, D.C. 20006
TELEPHONE 202. 429-4000
TELEX 89-463
FACSIMILE 202: 429-6144

18 KING WILLIAM STREET
LONDON, EC4N 7SA, ENGLAND
441 621-1616 FAX 441-626-7937

5 SHENTON WAY
SINGAPORE 0106
65 224-5000 FAX 65-224-0530

ASSOCIATED OFFICE

HASHIDATE LAW OFFICE
IMPERIAL TOWER, 7TH FLOOR
1-1, UCHISAIWAICHO 1-CHOME
CHYU-DA-KU, TOKYO 100 JAPAN
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RECORDATION NO 16698 FILED 1425
December 29, 1989

RECORDATION NO 16698 FILED 1425

BY HAND DEC 29 1989 -2 30 PM

RECORDATION NO 16698 FILED 1425
DEC 29 1989 -2 30 PM
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION
Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO 16698 FILED 1425

Dear Ms. McGee:

DEC 29 1989 -2 30 PM

Enclosed are the originals and one copy of certain documents, described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. The documents to be recorded are: (1) an Equipment Lease Agreement, a primary document, dated as of December 15, 1989; (2) a Lease Supplement No. 1, a secondary document, dated as of December 29, 1989; (3) a Lease Assignment, a secondary document, dated as of December 15, 1989; (4) an Equipment Trust and Security Agreement, a primary document, dated as of December 15, 1989; and (5) an Equipment Trust and Security Agreement Supplement No. 1, a secondary document, dated as of December 29, 1989.

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

Equipment Lease Agreement and Lease Supplement No. 1

Owner-Trustee:

Wilmington Trust Company
Rodney Square North
Wilmington, DE 19890

Lessee:

Soo Line Railroad Company
Soo Line Railroad Building
105 South Fifth Street
Minneapolis, MN 55440

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

Counterparts - Janet M. Mungock

Noreta R. McGee
December 29, 1989
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Lease Assignment

Assignor:

Wilmington Trust Company
Rodney Square North
Wilmington, DE 19890

Assignee:

The Connecticut Bank & Trust Company,
National Association
One Constitutional Plaza
Hartford, Conn. 06115

Equipment Trust and Security Agreement and Equipment Trust
and Security Agreement Supplemental No. 1

Owner-Trustee:

Wilmington Trust Company
Rodney Square North
Wilmington, DE 19890

Security Trustee:

The Connecticut Bank and Trust Company,
National Association
One Constitutional Plaza
Hartford, Conn. 06115

A description of the equipment covered by this document follows:

172 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 61963 through 62127 (both inclusive); SOO 62129; SOO 62130; SOO 62150; SOO 62152; SOO 62153; SOO 62186; SOO 62283.

128 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 62132 through 62149 (both inclusive); SOO 62151; SOO 62154; SOO 62155; SOO 62157 through 62165 (both inclusive); SOO 62174 through 62185 (both inclusive); SOO 62187 through 62189 (both inclusive); SOO 62201 through 62203 (both inclusive); SOO 62212 through 62257 (both inclusive); SOO 62264 through 62282 (both inclusive); SOO 62284 through 62298 (both inclusive).

Noreta R. McGee
December 29, 1989
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A fee of \$30.00 is enclosed to cover these recordations. Please stamp and return to the messenger any documents not needed by the Commission for recordation, along with a stamped copy of this letter.

A short summary of the documents, to appear in the Commission's index, follows:

Equipment Lease Agreement:

Equipment Lease Agreement between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and Soo Line Railroad Company, Soo Line Railroad Building, 105 South Fifth Street, Minneapolis, MN 55440 dated as of December 15, 1989 and covering 172 4,000 cubic foot open top hopper cars, bearing Soo road numbers: SOO 61963 through 62127 (both inclusive); SOO 62129; SOO 62130; SOO 62150; SOO 62152; SOO 62153; SOO 62186; SOO 62283; and 128 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 62132 through 62149 (both inclusive); SOO 62151; SOO 62154; SOO 62155; SOO 62157 through 62165 (both inclusive); SOO 62174 through 62185 (both inclusive); SOO 62187 through 62189 (both inclusive); SOO 62201 through 62203 (both inclusive); SOO 62212 through 62257 (both inclusive); SOO 62264 through 62282 (both inclusive); SOO 62284 through 62298 (both inclusive).

Lease Supplement No. 1:

Lease Supplement No. 1 between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and Soo Line Railroad Company, Soo Line Railroad Building, 105 South Fifth Street, Minneapolis, MN 55440 dated as of December 29, 1989 and covering 172 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 61963 through 62127 (both inclusive); SOO 62129; SOO 62130; SOO 62150; SOO 62152; SOO 62153; SOO 62186; SOO 62283; and 128 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 62132 through 62149 (both inclusive); SOO 62151; SOO 62154; SOO 62155; SOO 62157 through 62165 (both inclusive); SOO 62174 through 62185 (both inclusive); SOO 62187 through 62189 (both inclusive); SOO 62201 through 62203 (both inclusive); SOO 62212 through 62257 (both inclusive); SOO 62264 through 62282 (both inclusive); SOO 62284 through 62298 (both inclusive).

Lease Assignment:

Lease Assignment between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and The Connecticut Bank & Trust Company, National Association, One Constitutional Plaza, Hartford, Connecticut 06115, dated as of December 15, 1989 and

Noreta R. McGee
December 29, 1989
Page 4

covering 172 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 61963 through 62127 (both inclusive); SOO 62129; SOO 62130; SOO 62150; SOO 62152; SOO 62153; SOO 62186; SOO 62283; and 128 4,000 cubic feet open top hopper cars, bearing Soo road numbers: SOO 62132 through 62149 (both inclusive); SOO 62151; SOO 62154; SOO 62155; SOO 62157 through 62165 (both inclusive); SOO 62174 through 62185 (both inclusive); SOO 62187 through 62189 (both inclusive); SOO 62201 through 62203 (both inclusive); SOO 62212 through 62257 (both inclusive); SOO 62264 through 62282 (both inclusive); SOO 62284 through 62298 (both inclusive).

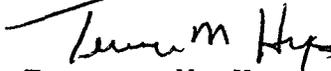
Equipment Trust and Security Agreement:

Equipment Trust and Security Agreement between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and The Connecticut Bank & Trust Company, National Association, One Constitutional Plaza, Hartford, Connecticut 06115, dated as of December 15, 1989 and covering Notes of the Owner-Trustee in an aggregate principal amount not to exceed \$9,765,000.

Equipment Trust and Security Agreement Supplement No. 1:

Equipment Trust and Security Agreement Supplement No. 1 between Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890 and The Connecticut Bank & Trust Company, National Association, One Constitutional Plaza, Hartford, Connecticut 06115, dated as of December 29, 1989 and covering Notes of the Owner-Trustee in an aggregate principal amount not to exceed \$9,765,000.

Sincerely,


Terence M. Hynes

Interstate Commerce Commission

Washington, D.C. 20423

12/29/89

OFFICE OF THE SECRETARY

Terence M. Hynes
Sidley & Austin
1722 Eye Street, N. W.
Washington, D. C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/29/89 at 2:30PM, and assigned recordation number(s). 16698, 16698-A, 16698-B, 16698-C and 16698-D

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 16698-A FILED 1425

DEC 29 1989 -2 30 PM

LEASE SUPPLEMENT NO. 1 INTERSTATE COMMERCE COMMISSION

This LEASE SUPPLEMENT NO. 1 dated December 29, 1989 between Wilmington Trust Company, a Delaware banking corporation, not individually but solely as trustee (the "Owner-Trustee") under the Trust Agreement establishing Soo Line Trust No. 89-1, and Soo Line Railroad Company, a Minnesota corporation (the "Lessee");

W I T N E S S E T H:

The Owner-Trustee and the Lessee have heretofore entered into that certain Lease Agreement dated as of December 15, 1989 (the "Lease"). The terms used herein have the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Owner-Trustee and the Lessee hereby agree as follows

1. The Lessee hereby acknowledges and confirms that it has inspected and approved the Items of Equipment described on Schedule I hereto and on the date hereof such Items of Equipment are hereby unconditionally accepted by the Lessee and are leased under the Lease from and after the date hereof, each such Item being a 100-ton 4000 cf Open-Top Hopper Car manufactured by Trinity Industries, Inc., and having an Equipment Cost of \$40,014.67. The Lessee represents and warrants that such Items of Equipment are free and clear of all liens, claims and encumbrances except the Lien of the Security Agreement and except any Liens which may have been created by the Owner-Trustee. The Lessee certifies that the foregoing Items of Equipment are in good order and condition, and conform to the specifications applicable thereto, that the Lessee has no knowledge of any defect in any of the foregoing Items of Equipment with respect to design, manufacture or condition or in any other respect, and that each such Item is labeled by means of a plate or a stencil printed in contrasting colors upon each side of the Item in letters not less than one inch in height as follows

"Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission."

2. The date of delivery and acceptance of the above described Items of Equipment is the date of this Lease Supplement set forth in the opening paragraph hereof.

3. The Total Equipment Cost for the above described Items of Equipment is \$6,882,523.24.

4. The execution of this Lease Supplement will in no way relieve or decrease the responsibility of the Manufacturer for the warranties it has made with respect to the Equipment.

5. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Lease Agreement dated as of December 15, 1989", the "Lease dated as of December 15, 1989" or the "Equipment Lease dated as of December 15, 1989," or may identify the Lease in any other respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement unless the context shall otherwise require.

6. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease, except as herein modified, shall be and remain in full force and effect.

7. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

8. There has been no prepayment of Rent.

IN WITNESS WHEREOF, the Owner-Trustee and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

WILMINGTON TRUST COMPANY, not
individually but solely as
Trustee under Soo Line Trust
No. 89-1

By: _____
Its: _____

SOO LINE RAILROAD COMPANY

By: E. V. Doope
Its: _____

This Lease Supplement and the Lease referred to herein and the rentals and other sums due and to become due hereunder and thereunder have been assigned to and are subject to a security interest in favor of The Connecticut Bank and Trust Company, National Association, as Security Trustee under an Equipment Trust and Security Agreement dated as of December 15, 1989 between said Security Trustee and the Owner-Trustee hereunder, as Debtor. Information concerning such security interest may be obtained from the Security Trustee at its address set forth in Section 20.1 of said Lease.