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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 10028
212 418-2100 FAX 212-418-2165

1722 EYE STREET, NW
WASHINGTON, DC 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
CHIYODA-KU, TOKYO 100 JAPAN
03-504-3800 FAX 03-504-1009

RECORDATION NO 16698 FILED 1425 December 29, 1989

RECORDATION NO 16698-A FILED 1425

BY HAND DEC 29 1989 -2 30 PM

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

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

RECORDATION NO 16698-C FILED 1425
DEC 29 1989 -2 30 PM

Dear Ms. McGee:

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

RECORDATION NO 16698-D FILED 1425

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INTERSTATE COMMERCE COMMISSION

RECORDATION NO 16698-E FILED 1425

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INTERSTATE COMMERCE COMMISSION

Counterparts - J. M. McGee

Noreta R. McGee
December 29, 1989
Page 2

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 # 16698 FILED 1425 B

DEC 29 1989 -2 30 PM

INTERSTATE COMMERCE COMMISSION

LEASE ASSIGNMENT

Dated as of December 15, 1989

Between

WILMINGTON TRUST COMPANY,
as Owner-Trustee under Soo Line Trust No. 89-1,
as Assignor

and

THE CONNECTICUT BANK AND TRUST COMPANY,
NATIONAL ASSOCIATION, as Assignee

(Soo Line Trust No. 89-1)

300 100-Ton 4000 cf Open Top Hopper Cars

LEASE ASSIGNMENT dated as of December 15, 1989, between WILMINGTON TRUST COMPANY (hereinafter called the Assignor), as trustee under Soo Line Trust No. 89-1, and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION (hereinafter called the Assignee), as trustee under the Equipment Trust and Security Agreement dated as of December 15, 1989 (hereinafter called the Security Agreement).

WHEREAS, the Assignor and Soo Line Railroad Company are entering into an Equipment Lease Agreement dated as of the date hereof (hereinafter called the Lease), covering 300 100-ton open-top hopper cars bearing the road numbers of Soo Line Railroad Company as set forth in Schedule I hereto.

WHEREAS, the Assignor and the Assignee are entering into the Security Agreement to finance the acquisition by the Assignor of the railroad equipment covered by the Lease.

NOW THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties hereto hereby agree as follows:

1. As an inducement to the Assignee to enter into the Security Agreement, and to purchase the secured notes of the Assignor issued thereunder, the Assignor, as security for its obligations under the Security Agreement and said notes, hereby assigns, transfers, and sets over to the Assignee, its successors and assigns, all of the right, title, and interest of the Assignor in and to the Lease and the immediate and continuing right to receive and apply all rents due and to become due thereunder, excluding, however, the Excepted Rights in Collateral (as defined in the Security Agreement).

2. The terms of this assignment are set forth in the Security Agreement, and reference is made thereto for the rights, duties, benefits, and obligations arising under this assignment. This instrument is being entered into solely to show for the public record the assignment contemplated hereby and by the Security Agreement, which Security Agreement is being simultaneously filed and recorded herewith pursuant to section 11303 of Title 49 of the United States Code.

3. This assignment may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

4. Although this assignment is dated as of the date first above written for convenience, the actual dates of execution hereof by the parties hereto are respectively the dates set forth

under the signatures hereto, and this assignment shall be effective on the latest of such dates.

IN WITNESS WHEREOF, the parties hereto have each caused this assignment to be duly executed by their respective officers thereunto duly authorized:

WILMINGTON TRUST COMPANY, as trustee under Soo Line Trust No. 89-1

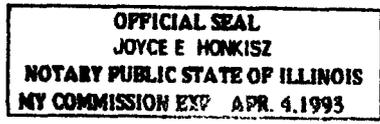
By [Signature]
Vice President

THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION

By [Signature]
Vice President

STATE OF Illinois)
COUNTY OF Cook) SS.:

On this 28th day of December, 1989, before me personally appeared William B. Swanson III, to me personally known, who, by me being duly sworn, says that he is a Vice President of Wilmington Trust Company, and that foregoing instrument was signed on behalf of said company 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 company.



[Signature]
Notary Public

My commission expires April 4, 1993

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this 28th day of December, 1989, before me personally appeared Mason M. Lemont, to me personally known, who, by me being duly sworn, vi says that he is a Vice President of The Connecticut Bank and Trust Company, National Association, and that the foregoing instrument was signed 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.

OFFICIAL SEAL
JOYCE E. HONKISZ
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. APR. 4, 1993

Joyce E. Honkisz
Notary Public

My commission expires April 4, 1993

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: _____

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.

SCHEDULE I

172 4,000 cu. ft. open top hopper cars, bearing Soo road numbers:

S00 61963 through 62127 (both inclusive)
S00 62129
S00 62130
S00 62150
S00 62152
S00 62153
S00 62186
S00 62283

128 4,000 cu. ft. open top hopper cars, bearing Soo road numbers:

S00 62132 through 62149 (both inclusive)
S00 62151
S00 62154
S00 62155
S00 62157 through 62165 (both inclusive)
S00 62174 through 62185 (both inclusive)
S00 62187 through 62189 (both inclusive)
S00 62201 through 62203 (both inclusive)
S00 62212 through 62257 (both inclusive)
S00 62264 through 62282 (both inclusive)
S00 62284 through 62298 (both inclusive)