

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza
San Francisco, California 94105
(415) 362-1212

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CAROL A. HARRIS
ATTORNEYS

August 24, 1978

Mr. H. G. Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. *5804-D* Filed & Recorded

AUG 24 1978 - 2 51 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
AUG 24 1978
2 51 PM '78
FEE OPERATION BR.
I.C.C.

Dear Mr. Homme:

There are handed you herewith, for recording pursuant to Section 20c of the Interstate Commerce Act, the original and three counterparts of Agreement E, dated as of July 1, 1978, together with this Company's voucher in the amount of \$10.00 in payment of the recording fee.

Agreement E provides for termination of Sublease of Railroad Equipment dated as of October 1, 1970 (previously recorded, as set forth below), and should be assigned a successive recordation number to that of the Sublease.

The following information is set forth in accordance with the Commission's regulations, 49 C.F.R. Part 1116:

Parties to the Transaction

Lessor: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA 94105

Lessee: Evergreen Freight Car Corporation
Southern Pacific Building
One Market Plaza
San Francisco, CA 94105

8-236A133

DATE AUG 24 1978
FEE \$ 10-
ICC Washington, D. C.

General Description of the Equipment

263 50' Box Cars; AAR mechanical designation RB, lettered EFCX and numbered 3638 through 3900, both inclusive.

Handwritten signature

August 24, 1978

Prior Recordations

1. Southern Pacific Transportation Company Equipment Trust, Series 47, dated as of July 1, 1970, recorded August 20, 1970, at 2:50 p.m. and assigned recordation No. 5804.
2. Sublease of Railroad Equipment dated as of October 1, 1970, between Southern Pacific Transportation Company and Evergreen Freight Car Corporation, recorded November 9, 1970, and assigned recordation No. 5804-A.

Please cross index the previously recorded documents listed above to Agreement E. Agreement E covers equipment which the subject of the above listed transactions.

When recording of Agreement E has been completed, please return two counterparts of the document, with evidence of recording endorsed thereon, to our representative.

Very truly yours,

Karen Ackerman

Interstate Commerce Commission

Washington, D.C. 20423

8/24/78

OFFICE OF THE SECRETARY

**Karen Ackerman
Southern Pacific Transp. Co.
Southern Pacific Building
One Market Plaza
San Francisco, California 94105**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **8/24/78** at **2:55am**, and assigned recordation number(s) **5275-C & 5131-D, 5099-E, 5274- C, 5804- D**

Sincerely yours,

H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

AGREEMENT E

AUG 24 1978 -2 55 PM

AGREEMENT made as of July 1, 1978, in the City of San Francisco, State of California, to terminate sublease of railroad equipment, by and between Southern Pacific Transportation Company, a Delaware corporation ("SPT"), and Evergreen Freight Car Corporation, a Delaware corporation ("EFCC").

RECITALS:

1. By Sublease of Railroad Equipment dated as of October 1, 1970 ("Lease"), SPT sublet to EFCC two hundred sixty-three (263) box cars, lettered EFCX and numbered 3638 to 3900, both inclusive (collectively the "Box Cars", and singly, a "Box Car").

2. SPT and EFCC now desire to provide for termination and cancellation of the Lease.

AGREEMENT:

NOW, THEREFORE, in consideration of the premises, the parties hereto do hereby agree:

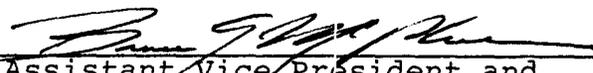
1. The Lease shall be terminated and cancelled as to each Box Car as of the first day of the calendar month following the month in which such Box Car has been painted and stenciled with SPT markings in accordance with the statement of numbers set forth in Exhibit A attached hereto, and delivered to and accepted by SPT, but in any event, not later than December 1, 1980.

2. From and after the effective date provided in the preceding paragraph for any Box Car, the parties shall be released and discharged from their respective obligations to perform and observe the terms and conditions of the Lease as to such Box Car.

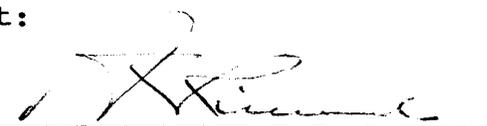
3. For any calendar quarter in which the termination contemplated in paragraph 1 hereof becomes effective as to any Box Car, SPT and EFCC shall execute a supplement to this Agreement, dated as of the first day after such calendar quarter, in a form substantially similar to the form attached hereto as Exhibit B.

IN WITNESS WHEREOF, SPT and EFCC, each pursuant to due corporate authority, have caused this instrument to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be affixed and duly attested, as of July 1, 1978.

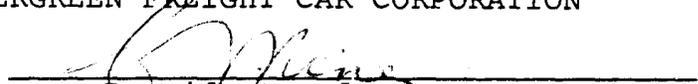
SOUTHERN PACIFIC TRANSPORTATION COMPANY

By 
Assistant Vice President and
Treasurer

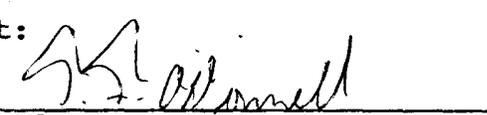
Attest:


Sr. Assistant Secretary

EVERGREEN FREIGHT CAR CORPORATION

By 
President and Treasurer

Attest:


Assistant Secretary

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

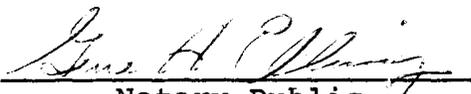
On 23rd day of August, 1978, before me personally appeared BRUCE G. MCPHEE, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and 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
Notary Public for the State of California
My Commission Expires on _____
My Office is located at _____
City of _____
County of _____
State of California

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On 25th day of August, 1978, before me personally appeared C. B. NINES, to me personally known, who being by me duly sworn, says that he is President and Treasurer of Evergreen Freight Car Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and 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
My Comm. Expires _____
I am a member of the _____
Notary Association of _____
State of California

TABLE OF OLD EFCX AND NEW SP CAR NUMBERS, SHOWING EFCX CARS DESTROYED
AS OF JULY 1, 1978

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
003638	292361	003692	292412
003639	292362	003693	292413
003640	292363	003694	292414
003641	292364	003695	292415
003642	292365	003696	292416
003643	292366	003697	292417
003644	292367	003698	292418
003645	292368	003699	292419
003646	292369	003700	292420
003647	292370	003701	292421
003648	292371	003702	292422
003649	292372	003703	292423
003650	292373	003704	292424
003651	DESTROY	003705	292425
003652	292374	003706	292426
003653	292375	003707	292427
003654	292376	003708	DESTROY
003655	292377	003709	292428
003656	292378	003710	292429
003657	292379	003711	292430
003658	292380	003712	292431
003659	292381	003713	292432
003660	292382	003714	292433
003661	292383	003715	292434
003662	292384	003716	292435
003663	292385	003717	292436
003664	292386	003718	292437
003665	292387	003719	292438
003666	292388	003720	292439
003667	292389	003721	292440
003668	DESTROY	003722	292441
003669	292390	003723	292442
003670	292391	003724	292443
003671	292392	003725	292444
003672	292393	003726	292445
003673	292394	003727	292446
003674	292395	003728	292447
003675	292396	003729	DESTROY
003676	292397	003730	292448
003677	292398	003731	292449
003678	292399	003732	292450
003679	292400	003733	292451
003680	292401	003734	292452
003681	292402	003735	292453
003682	DESTROY	003736	292454
003683	292403	003737	292455
003684	292404	003738	292456
003685	292405	003739	292457
003686	292406	003740	292458
003687	292407	003741	292459
003688	292408	003742	292460
003689	292409	003743	292461
003690	292410	003744	292462
003691	292411	003745	292463

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
003746	292464	003800	292516
003747	292465	003801	292517
003748	292466	003802	292518
003749	DESTROY	003803	DESTROY
003750	292467	003804	292519
003751	292468	003805	292520
003752	292469	003806	292521
003753	292470	003807	292522
003754	292471	003808	292523
003755	292472	003809	292524
003756	292473	003810	292525
003757	292474	003811	292526
003758	292475	003812	292527
003759	292476	003813	292528
003760	292477	003814	292529
003761	292478	003815	292530
003762	292479	003816	292531
003763	292480	003817	292532
003764	292481	003818	292533
003765	292482	003819	292534
003766	292483	003820	292535
003767	292484	003821	292536
003768	292485	003822	292537
003769	292486	003823	292538
003770	292487	003824	292539
003771	292488	003825	292540
003772	292489	003826	292541
003773	292490	003827	292542
003774	292491	003828	292543
003775	292492	003829	292544
003776	292493	003830	292545
003777	292494	003831	292546
003778	292495	003832	292547
003779	292496	003833	292548
003780	292497	003834	292549
003781	DESTROY	003835	292550
003782	292498	003836	292551
003783	292499	003837	292552
003784	292500	003838	292553
003785	292501	003839	292554
003786	292502	003840	292555
003787	292503	003841	292556
003788	292504	003842	292557
003789	292505	003843	DESTROY
003790	292506	003844	292558
003791	292507	003845	292559
003792	292508	003846	292560
003793	292509	003847	292561
003794	292510	003848	292562
003795	292511	003849	292563
003796	292512	003850	292564
003797	292513	003851	292565
003798	292514	003852	292566
003799	292515	003853	292567

EFCX OLD NO.	SP NEW NO.
003854	292568
003855	292569
003856	292570
003857	DESTROY
003858	292571
003859	292572
003860	292573
003861	292574
003862	292575
003863	292576
003864	292577
003865	292578
003866	292579
003867	292580
003868	292581
003869	292582
003870	292583
003871	292584
003872	292585
003873	292586
003874	292587
003875	292588
003876	292589
003877	292590
003878	292591
003879	292592
003880	292593
003881	292594
003882	DESTROY
003883	292595
003884	292596
003885	292597
003886	292598
003887	292599
003888	DESTROY
003889	292600
003890	DESTROY
003891	292601
003892	292602
003893	292603
003894	292604
003895	292605
003896	292606
003897	292607
003898	292608
003899	292609
003900	292610

EXHIBIT B

SUPPLEMENT TO AGREEMENT E

SUPPLEMENT, dated as of _____, 19____, to Agreement E dated as of July 1, 1978, by and between Evergreen Freight Car Corporation ("EFCC"), and Southern Pacific Transportation Company ("SPT"). During the calendar quarter ending _____, 197____, SPT accepted delivery from EFCC of _____ () of the box cars which are the subject of said Agreement E. Each of said _____ box cars is identified by its former EFCC car number and its current SPT car number on the schedule attached hereto and made a part hereof. In accordance with Agreement E, the Sublease of Railroad Equipment dated as of October 1, 1970, between EFCC and SPT terminated with respect to each of said box cars on the date indicated for such box car on said schedule.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By _____
Assistant Vice President and
Treasurer

Attest:

Senior Assistant Secretary

EVERGREEN FREIGHT CAR CORPORATION

By _____
President and Treasurer

Attest:

Secretary