

THIRD
SUPPLEMENT TO AGREEMENT E

REGISTRATION NO. 5804-14 FILED 1425

AUG 8 1979 9 03 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT, dated as of April 1, 1979, 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 March 31, 1979, SPT accepted delivery from EFCC of forty-one (41) of the box cars which are the subject of said Agreement E. Each of said 41 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 Lease of Railroad Equipment dated as of October 1, 1970, between EFCC and SPT terminated with respect to each of said 41 box cars on the date indicated for such box car on said schedule.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By *Bruce G. McPherson*
Assistant Vice President and
Treasurer

Attest:

[Signature]
Senior Assistant
Secretary

EVERGREEN FREIGHT CAR CORPORATION

By *[Signature]*
President and Treasurer

Attest:

[Signature]
Assistant Secretary

RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT 13

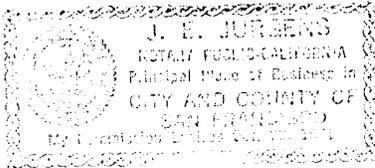
<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month Lease Terminated</u>	<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month Lease Terminated</u>
EFCX 3641	SP 292364	February 1979	EFCX 3754	SP 292471	March 1979
3652	292374	"	3798	292514	"
3672	292393	"	3811	292526	"
3681	292402	"	3812	292527	"
3712	292431	"	3873	292586	"
3726	292445	"	3879	292592	"
3735	292454	"	3895	292605	"
3740	292458	"	3645	292368	April 1979
3744	292462	"	3647	292370	"
3770	292487	"	3662	292384	"
3790	292506	"	3679	292400	"
3799	292515	"	3698	292418	"
3813	292528	"	3710	292429	"
3821	292536	"	3757	292474	"
3833	292548	"	3758	292475	"
3860	292573	"	3763	292480	"
3864	292577	"	3845	292559	"
3891	292601	"	3847	292561	"
3678	292399	March 1979	3851	292565	"
3699	292419	"	3892	292602	"
3728	292447	"			

Total Units = 41

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

)
) ss.
)

On the 6th day of August, 1979, 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.



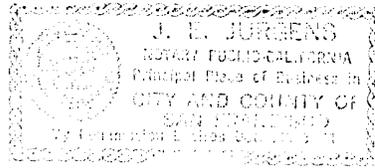


Notary Public

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

)
) ss.
)

On the 6th day of August, 1979, personally appeared C. B. NINES, to me personally known, who being by me duly sworn, says that he is the President of Evergreen Freight Car Company, that one of the seals affixed to the foregoing 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

Southern Pacific Transportation Company

THORMUND A. MILLER
GENERAL COMMERCE COUNSEL

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GENERAL SOLICITOR

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RECORDATION NO. 5804 M Filed 148
AUG 8 1979 - 2 05 PM
INTERSTATE COMMERCE COMMISSION
JAMES M. TOBIN
WILLIAM F. ADAMS
RICHARD D. SILVESTER
DAVID W. LONG
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MADELINE E. SLOANE
JAMES G. FROUG
GARY A. LAAKSO
KAREN ACKERMAN
CAROL A. HARRIS
JOSEPH W. DIEHL, JR.
JOSE E. GUZMAN, JR.
DAVID J. WHITNEY
ATTORNEYS

August 1, 1979

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D.C. 20423

No. _____
Date AUG 8 1979
Fee \$ 10.00

100 Washington, D.C.

Dear Mr. Homme:

Enclosed herewith for recording pursuant to Section 11303 of the Interstate Commerce Act are four counterparts of Third Supplement to Agreement E, dated as of April 1, 1979, together with this Company's voucher in the amount of \$10 in payment of the recording fee.

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, California 94105

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

General Description of the Equipment:

40 50 ft. box cars, AAR Mechanical Designation RB, formerly lettered EFCX and numbered within the series 3638 to 3900, both inclusive, relettered SP and renumbered as set forth therein.

Handwritten signatures and notes on the left margin.

Mr. H. G. Homme, Jr.
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Prior Recordations:

Agreement E, dated as of July 1, 1978, between Southern Pacific Transportation Company and Evergreen Freight Car Corporation, recorded August 24, 1978, at 2:55 PM, and assigned Recordation No. 5804-D; and

5804-E: Supplement to Agreement E, recorded November 9, 1978.

5804-F: Second Supplement to Agreement E, recorded February 26, 1979.

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

Very truly yours,

Kare A. Hanna

Enclosures