

Southern Pacific Transportation Company

CHARLES W. BURKETT
JOHN J. CORRIGAN
THORMUND A. MILLER
GENERAL SOLICITORS

ARNOLD I. WEBER
JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEYS

WALDRON A. GREGORY
RICHARD J. LATHROP
W. HARNEY WILSON
JAMES J. TRABUCCO
ROBERT W. TAGGART
LARRY W. TELFORD
ROBERT S. BOGASON
DOUGLAS E. STEPHENSON
RICHARD S. KOPF
GENERAL ATTORNEYS

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

HAROLD S. LENTZ
MICHAEL A. SMITH
LOUIS P. WARCHOT
ASSISTANT GENERAL ATTORNEYS

DONALD S. BRITT
JAMES M. TOBIN
WILLIAM F. ADAMS
RICHARD D. SILVESTER
DAVID W. LONG
GARY O. ALEXANDER
MADELEINE E. SLOANE
JAMES G. FROUG
GARY LAAKSO
KAREN ACKERMAN
CAROL A. HARRIS
ATTORNEYS

ALAN C. FURTH
EXECUTIVE VICE PRESIDENT-LAW

RECORDATION NO. 6532 C
Filed 1425

HERBERT A. WATERMAN
GENERAL COUNSEL

JAN 22 1979 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

January 19, 1979

9-0220543

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No.

Date

Fee

JAN 22 1979

10.00

100 Washington, D. C.

Dear Mr. Homme:

There are handed you herewith, for recording pursuant to Section 11303 of the Interstate Commerce Act, the original and three counterparts of Supplement to Agreement F, dated as of October 1, 1978, together with this Company's voucher in the amount of \$10.00 in payment of the recording fee. Please assign this document a recordation number sequential to that given the Railroad Equipment Leasing Agreement noted below under "Prior Recordations."

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

Parties to the Transaction

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

Assignee and Substituted Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment

63 Box Cars; AAR Mechanical designation RB, formerly lettered EFCX and numbered 3901 through 4400, both inclusive, relettered SP and renumbered as set forth therein.

Paul Feyner

R. Paul Feyner

Interstate Commerce Commission
Washington, D.C. 20423

1/22/79

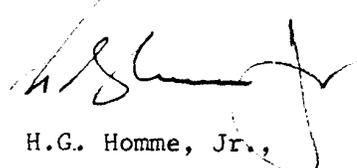
OFFICE OF THE SECRETARY

Karen Ackerman
Southern Pacific Transp. Co.
Southern Pacific Bld.
One Market Plaza
San Francisco, Calif. 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 1/22/79 at 2:20pm and assigned recordation number(s) 6532-C

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

SUPPLEMENT TO AGREEMENT F JAN 22 1979 2 20 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT, dated as of October 1, 1978, to Agreement F dated as of July 1, 1978, by and among The Commonwealth Plan, Inc. ("Commonwealth"), Evergreen Freight Car Corporation ("EFCC"), and Southern Pacific Transportation Company ("SPT"). During the calendar quarter ending September 30, 1978, SPT accepted delivery from EFCC of sixty three (63) of the box cars which are the subject of said Agreement. Each of said 63 box cars is identified by its former car number and its current SPT car number on the schedule attached hereto and made a part hereof. In accordance with Agreement F, SPT's rights and obligations under said Agreement F with respect to each of said 63 box cars commenced on the date indicated on said schedule for such box car.

Southern Pacific Transportation Company

By [Signature]
Assistant Vice President and Treasurer

Attest:
[Signature]
Senior Assistant Secretary

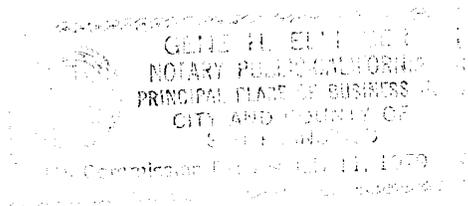
Evergreen Freight Car Corporation

By [Signature]
President and Treasurer

Attest:
[Signature]
ASSISTANT Secretary

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

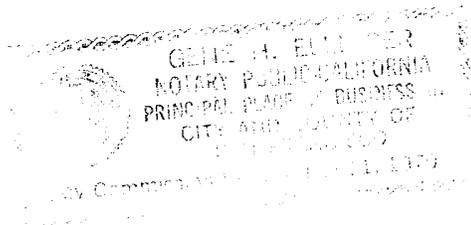
On the 10th day of January, 1979, personally appeared BRUCE G. MCPHEE, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal 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.



Gene H. Ellinger
Notary Public

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

On the 11th day of January, 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.



Gene H. Ellinger
Notary Public

RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT F

<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>	<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>	<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>
EFCX 4142	SP 292841	August 1978	EFCX 4158	SP 292856	September 1978	EFCX 4067	SP 292773	October 1978
4243	292940	"	4189	292886	"	4074	292780	"
4281	292978	"	4211	292908	"	4082	292788	"
4358	293055	"	4227	292924	"	4118	292821	"
3910	292620	September 1978	4258	292955	"	4149	292847	"
3914	292624	"	4267	292964	"	4196	292893	"
3939	292648	"	4270	292967	"	4221	292918	"
3951	292660	"	4273	292970	"	4229	292926	"
3958	292667	"	4279	292976	"	4247	292944	"
3978	292687	"	4295	292992	"	4260	292957	"
4010	292717	"	4314	293011	"	4324	293021	"
4042	292748	"	4319	293016	"	4325	293022	"
4050	292756	"	4368	293065	"	4339	293036	"
4060	292766	"	4382	293078	"	4362	293059	"
4064	292770	"	4400	293096	"	4392	293088	"
4083	292789	"	3904	292615	October 1978			
4091	292797	"	3953	292662	"			
4095	292801	"	3965	292674	"			
4096	292802	"	3976	292685	"			
4102	292808	"	3979	292688	"			
4107	292811	"	3981	292689	"			
4117	292820	"	4024	292731	"			
4126	292828	"	4025	292732	"			
4147	292845	"	4030	292736	"			

Total Units = 63