

APR 20 1976 - 1 10 PM

Suppl. - INDIVIDUAL EQUIPMENT RECORD ~~INTERSTATE COMMERCE COMMISSION~~

IER NO. 144-002

Dated as of April 19, 1976 to that Equipment Lease Agreement dated as of March 16, 1976

LESSOR: McDonnell Douglas Finance Corporation
 3855 Lakewood Boulevard
 Long Beach, California 90846
 Attention: 18A-34

LESSEE: SSI Rail Corp.
 Two Embarcadero Center
 San Francisco, CA 94111
 Attention: President

LOCATION OF EQUIPMENT: Continental United States

ACCEPTANCE DATE: Various

New <input checked="" type="checkbox"/> Used _____	Purchase Order No. _____	Term: <u>15</u> year(s) _____ month(s) Commencing <u>May 6, 1976</u>	Security Deposit: \$ <u>0</u>
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Sales, Use and Other Taxes \$ <u>none</u>	
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RENTAL: \$ -0- payable upon execution of this IER, to be applied to the N/A rental installment. Payment of the first through sixtieth rental installments shall commence on August 6, 1976 and shall continue quarterly thereafter on the 6th day of each ~~November, February, May and August~~, with each such rental installment to be in the amount of \$ 43,198.44.

EQUIPMENT DESCRIPTION AND SERIAL NO.(s) (SEE ATTACHED INVOICES):		
Equipment Description	Serial No.	Equipment Cost
50 - 50 ft. 6 in. boxcars with A. A. R. Mechanical Designation XM-B209	SRN 5100 - 5149	\$1,457,181.50

STIPULATED LOSS VALUES

Immediately After PAYMENT NO.	STIPULATED LOSS AS A PERCENT OF ORIGINAL COST	Immediately After PAYMENT NO.	STIPULATED LOSS AS A PERCENT OF ORIGINAL COST	PAYMENT NO.	STIPULATED LOSS AS A PERCENT OF ORIGINAL COST
1	102.8	33	72.7		
2	104.3	34	70.9		
3	105.5	35	69.1		
4	106.6	36	67.2		
5	107.5	37	65.4		
6	108.3	38	63.5		
7	109.0	39	61.6		
8	109.6	40	59.7		
9	110.1	41	57.7		
10	110.4	42	55.8		
11	110.8	43	53.8		
12	111.0	44	51.9		
13	104.0	45	49.9		
14	104.0	46	48.0		
15	103.9	47	46.0		
16	103.7	48	44.0		
17	103.5	49	42.1		
18	103.1	50	40.1		
19	102.6	51	38.1		
20	102.1	52	36.1		
21	94.3	53	34.2		
22	93.6	54	32.3		
23	92.8	55	30.3		
24	91.8	56	28.4		
25	90.8	57	26.5		
26	89.7	58	24.7		
27	88.5	59	22.8		
28	87.3	60 and	20.0		
29	78.9	thereafter			
30	77.4				
31	75.9				
32	74.3				

SPECIAL CONDITIONS:

The undersigned Lessor hereby leases to the undersigned Lessee, and the undersigned Lessee agrees to hire from Lessor the equipment described herein. The Lessee hereby acknowledges and agrees, respecting the equipment described herein:

- (1) That Lessee has inspected the equipment fully and completely as to size, model, function and conformity to the purchase order,
- (2) That the equipment is of a size, design, function and manufacturer selected by Lessee,
- (3) That Lessee is satisfied that the same is suitable for its intended purposes and any special purposes of Lessee,

(4) LESSOR IS NOT A MANUFACTURER OF THE EQUIPMENT OR A DEALER IN SIMILAR EQUIPMENT AND HAS NOT INSPECTED THE EQUIPMENT PRIOR TO DELIVERY TO AND ACCEPTANCE BY LESSEE. LESSOR BY VIRTUE OF HAVING LEASED THE EQUIPMENT UNDER THIS LEASE OR BY VIRTUE OF ANY NEGOTIATIONS IN RESPECT TO THIS LEASE HAS NOT MADE AND DOES NOT MAKE ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO CONDITIONS, QUALITY, DURABILITY, SUITABILITY, MERCHANTABILITY OR FITNESS FOR USE OR FITNESS FOR A PARTICULAR PURPOSE OR AS TO ANY OTHER WARRANTY WHATSOEVER, EXPRESS OR IMPLIED, WITH RESPECT TO THE EQUIPMENT.

(5) That the equipment is new and unused, and that the equipment has been delivered to, is now in possession of and acceptable to Lessee.

The Lessee agrees to pay the rent set forth herein. The covenants, terms and conditions appearing in that certain Equipment Lease Agreement dated as of March 16, 1976 between the undersigned Lessor and Lessee, shall be deemed to be incorporated herein by reference. This Individual Equipment Record shall be governed by and construed in accordance with the laws of the State of California.

LESSOR:
MCDONNELL DOUGLAS FINANCE CORPORATION

By _____

Title _____

Attest _____

LESSEE:
SSI RAIL CORP.

By _____

Title _____

Attest _____

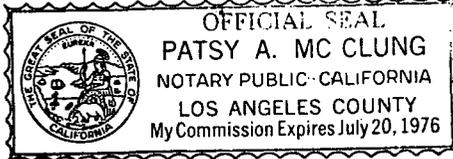
FORM OF ACKNOWLEDGMENT

State of California

County of Los Angeles

} ss.

On this 6th day of April, 1976, before me personally appeared Donald V. Black to me personally known, who being by me duly sworn, says that he is Authorized Agent of MCDONNELL DOUGLAS FINANCE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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.



McDonnell Douglas Finance Corporation
(SEAL)

Patsy A. McClung
Notary Public

My Commission Expires: July 20, 1976

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO)

On this 9th day of April, 1976, before me personally appeared William J. Texido, to me personally known, who being by me duly sworn says that he is President of SSI Rail Corp., 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



Terri J. Stubblefield
Notary Public.