

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUD 125547

WUI 620976

MAURICE T. MOORE
 BRUCE BROMLEY
 WILLIAM B. MARSHALL
 RALPH L. McAFEE
 ROYALL VICTOR
 ALLEN H. MERRILL
 HENRY W. DE KOSMIAN
 ALLEN F. MAULSBY
 STEWARD R. BROSS, JR.
 HENRY P. RIORDAN
 JOHN R. HUPPER
 SAMUEL C. BUTLER
 WILLIAM J. SCHRENK, JR.
 BENJAMIN F. CRANE
 FRANCIS F. RANDOLPH, JR.
 JOHN F. HUNT
 GEORGE J. GILLESPIE, III
 RICHARD S. SIMMONS
 WAYNE E. CHAPMAN
 THOMAS D. BARR
 MELVIN L. BEDRICK
 GEORGE T. LOWY
 ROBERT ROSENMAN

JAMES H. DUFFY
 ALAN J. HRUSKA
 JOHN E. YOUNG
 JAMES M. EDWARDS
 DAVID G. ORMSBY
 DAVID L. SCHWARTZ
 RICHARD J. HIEGEL
 FREDERICK A. O. SCHWARZ, JR.
 CHRISTINE BESHAR
 ROBERT S. RIFKIND
 DAVID O. BROWNWOOD
 PAUL M. DODYK
 RICHARD M. ALLEN
 THOMAS R. BROME
 ROBERT D. JOFFE
 ROBERT F. MULLEN
 ALLEN FINKELSON
 RONALD S. ROLFE
 JOSEPH R. SAHID
 PAUL C. SAUNDERS
 MARTIN L. SENZEL
 DOUGLAS D. BROADWATER
 ALAN C. STEPHENSON

COUNSEL
 ROSWELL L. GILPATRICK
 ALBERT R. CONNELLY
 FRANK H. DETWEILER
 GEORGE G. TYLER

CARLYLE E. MAW
 L. R. BRESLIN, JR.
 GEORGE B. TURNER
 JOHN H. MORSE
 HAROLD R. MEDINA, JR.
 CHARLES R. LINTON

4, PLACE DE LA CONCORDE
 75008 PARIS, FRANCE
 TELEPHONE: 265-81-64
 TELEX: 290530

33 THROGMORTON STREET
 LONDON, EC2N 2BR, ENGLAND
 TELEPHONE 01-606-1421
 TELEX: 8814901

CABLE ADDRESSES
 CRAVATH, N. Y.
 CRAVATH, PARIS
 CRAVATH, LONDON E. C. 2

RECORDATION NO. *9654-A*
 Filed 2428

OCT 13 1978 3 50 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
 OCT 13 3 43 PM '78
 I.C.C.
 FEE OPERATION BR.

October 11, 1978

Amendment Agreement Dated as of October 10, 1978
Amending Conditional Sale Agreement
Filed with the ICC under Recordation No 9654

Dear Sir:

Enclosed herewith for filing pursuant to Section 20c of the Interstate Commerce Act is an Amendment Agreement dated as of October 10, 1978.

The parties to the enclosed agreement are:

Railroad Southern Pacific Transportation Company
 One Market Street
 San Francisco, California 94105

Builder Thrall Car Manufacturing Company
 P. O. Box 218
 Chicago Heights, Illinois 60411

Agent First Pennsylvania Bank, N.A.
 1500 Chestnut Street
 Philadelphia, Pennsylvania 19101

Lang Jones
Quincy

NO 3-236A 187
 Date OCT 13 1978
 Fee \$ 10-
 ICC Washington, D. C.

The equipment covered by the aforementioned Amendment Agreement consists of the following:

(a) 130 52'6" gondola cars bearing identifying numbers SP 323090 through 323219, both inclusive, with an AAR mechanical designation of GB;

(b) 20 52'6" gondola cars bearing identifying numbers SP 323220 through 323239, both inclusive, with an AAR mechanical designation of GBS; and

(c) 50 52'6" gondola cars bearing identifying numbers SP 329630 through SP 329679, both inclusive, with an AAR mechanical designation of GBSR.

The Amendment Agreement amends a Conditional Sale Agreement dated as of August 1, 1978, among Pullman Incorporated (Pullman Standard Division), Portec, Inc. (Paragon Division), Greenville Steel Car Company, Paccar Inc, Thrall Car Manufacturing Company, General Motors Corporation (Electro-Motive Division), General Electric Company and First Pennsylvania Bank, N.A., as agent which was recorded pursuant to Section 20c of the Interstate Commerce Act with the Interstate Commerce Commission on August 25, 1978 under Recordation No. 9654.

Enclosed is a check for \$10 for the required recordation fee. Please accept for recordation one counterpart of the enclosed agreement, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,



John S. Herbert,
As Agent for Southern Pacific
Transportation Company

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

Encls.

12

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

10/13/78

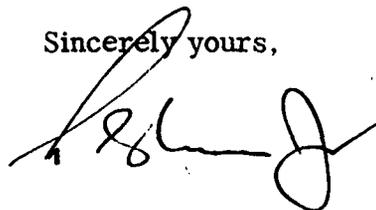
OFFICE OF THE SECRETARY

John S. Herbert
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

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 10/13/78 at 3:50pm and assigned recordation number(s) 9654-A

Sincerely yours,



H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

9654-A
RECORDATION NO. Filed 1425

OCT 12 1978 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of
October 10, 1978, among SOUTHERN PACIFIC
TRANSPORTATION COMPANY (hereinafter called
the Railroad), THRALL CAR MANUFACTURING
COMPANY (hereinafter called the Builder), and
FIRST PENNSYLVANIA BANK, N.A. (hereinafter
called the Agent).

WHEREAS the Railroad and the Builder have entered
into a Conditional Sale Agreement dated as of August 1, 1978
(hereinafter called the CSA);

WHEREAS the Builder and the Agent have entered
into an Agreement and Assignment dated as of August 1, 1978
(hereinafter called the Assignment);

WHEREAS the CSA and the Assignment were filed
with the Interstate Commerce Commission pursuant to Section
20c of the Interstate Commerce Act on August 25, 1978, and
were assigned recordation number 9654;

WHEREAS the Agent has given its written consent
to this Amendment as evidenced by its execution of this
Amendment; and

WHEREAS the parties hereto now desire to amend
the CSA to change certain information with respect to the
Builder as it appears on Schedule B to the CSA;

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

1. The CSA is hereby amended by substituting Annex A hereto for Schedule B of the CSA. }

2. The Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

3. The Railroad will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with Article 19 of the CSA.

4. Except as amended hereby, the CSA and the Assignment shall remain unaltered and in full force and effect.

5. The terms of this Amendment Agreement and all the rights and obligations hereunder shall be governed by the laws of the State of California.

6. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute but one and the same contract. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart. Although this Amendment Agreement is dated, for convenience,

as of the date first set forth above, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by their officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY,

[Corporate Seal]

by Robert J. McLean
Executive Vice President-Finance

Attest:

[Signature]
ASSISTANT SECRETARY

THRALL CAR MANUFACTURING COMPANY,

[Corporate Seal]

by _____

Attest:

FIRST PENNSYLVANIA BANK, N.A.,

[Corporate Seal]

by _____

Attest:

STATE OF ILLINOIS,)
) SS.:
COUNTY OF COOK,)

On this _____ day of _____ 1978 before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of THRALL CAR MANUFACTURING COMPANY, 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.

Notary Public

[Notarial Seal]

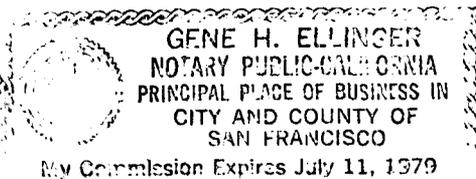
STATE OF CALIFORNIA,)
) SS.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this *11th* day of *OCTOBER* 1978, before me personally appeared **Robert J. McLean**, to me personally known, who, being by me duly sworn, says that he is **Executive Vice President-Finance** of SOUTHERN PACIFIC TRANSPORTATION COMPANY, 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.

Gene H. Ellinger

Notary Public

[Notarial Seal]



SCHEDULE B

Type	Builder	Builder's Specifications	Builder's Plant	Quantity	Unit Base Price	Total Base Price	Road Numbers or Serial Numbers (Inclusive)	Estimated Time and Place of Delivery
70-ton 89'4" Low Level Flatcars	Pullman Incorporated (Pullman Standard Division)	3217	Bessemer, Alabama	32	\$ 37,000	\$ 1,184,000	SP 517179 through SP 517210	August-October 1978 at Builder's plant
Fully Enclosed Tri-Level Auto Racks	Portec, Inc. (Paragon Division)	ETKP-117	Novi, Michigan	32	32,000	1,024,000	SP 517179 through SP 517210	August-October 1978 at Builder's plant
100-ton 2,300 cu. ft. Open Top Hopper Cars	Greenville Steel Car Company	H-2056	Greenville, Pennsylvania	500	29,100	14,550,000	SP 466050 through SP 466549	September-December 1978 at Builder's plant
100-ton 7,400 cu. ft. All Steel Tight Bottom Gondola Cars	Paccar Inc	PC-592 as amended	Renton, Washington	170	33,200	5,644,000	SP 355300 through SP 355469	January-March 1979 at Builder's Plant

<u>Type</u>	<u>Builder</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers or Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
52'6" All Steel Tight Bottom Gondola Cars	Thrall Car Manufacturing Company	GN-100-52-223	Chicago Heights, Illinois	130	\$ 30,400	\$ 3,952,000	SP 323090 through SP 323219	October-December 1978 at Builder's plant
52'6" All Steel Tight Bottom Gondola Cars with bulkheads	Thrall Car Manufacturing Company	GN-100-52-223	Chicago Heights, Illinois	20	34,000	680,000	SP 323220 through SP 323239	December 1978 at Builder's plant
52'6" All Steel Tight Bottom Gondola Cars with end of car cushionings, bulkheads and covers	Thrall Car Manufacturing Company	GN-C-100-52-143	Chicago Heights, Illinois	50	41,160	2,058,000	SP 329630 through SP 329679	December 1978-January 1979 at Builder's plant
3,000 h.p. Model SD-40 T-2 Diesel-Electric Locomotives	General Motors Corporation (Electro-Motive Division)	8087	McCook, Illinois	75	\$676,000(1) 710,000(2)	52,060,000	SP 8499 through SP 8573	November 1978-February 1979 at Builder's plant

1. 1978 deliveries.
2. 1979 deliveries.

Type	Builder	Builder's Specifications	Builder's Plant	Quantity	Unit Base Price	Total Base Price	Road Numbers OR Serial Numbers (Inclusive)	Estimated Time and Place of Delivery
3,000 h.p. Model SD-40 T-2 Diesel-Electric Locomotives (15 Lead and 15 Remote)	General Motors Corporation (Electro-Motive Division)	8087	McCook, Illinois	30	765,000	\$ 22,950,000	Lead SP 8327 through SP 8341 Remote SP 8377 through SP 8391	February-June 1979 at Builder's plant
3,000 h.p. Model B30-7 Diesel-Electric Locomotives	General Electric Company	3330F	Erie, Pennsylvania	34	622,000	21,148,000	SP 7824 through SP 7857	February-April 1979 F.O.B. Erie, Pennsylvania
						<u>\$125,250,000</u>		

AMENDMENT AGREEMENT dated as of
October 10, 1978, among SOUTHERN PACIFIC
TRANSPORTATION COMPANY (hereinafter called
the Railroad), THRALL CAR MANUFACTURING
COMPANY (hereinafter called the Builder), and
FIRST PENNSYLVANIA BANK, N.A. (hereinafter
called the Agent).

WHEREAS the Railroad and the Builder have entered
into a Conditional Sale Agreement dated as of August 1, 1978
(hereinafter called the CSA);

WHEREAS the Builder and the Agent have entered
into an Agreement and Assignment dated as of August 1, 1978
(hereinafter called the Assignment);

WHEREAS the CSA and the Assignment were filed
with the Interstate Commerce Commission pursuant to Section
20c of the Interstate Commerce Act on August 25, 1978, and
were assigned recordation number 9654;

WHEREAS the Agent has given its written consent
to this Amendment as evidenced by its execution of this
Amendment; and

WHEREAS the parties hereto now desire to amend
the CSA to change certain information with respect to the
Builder as it appears on Schedule B to the CSA;

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

1. The CSA is hereby amended by substituting Annex A hereto for Schedule B of the CSA.

2. The Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

3. The Railroad will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with Article 19 of the CSA.

4. Except as amended hereby, the CSA and the Assignment shall remain unaltered and in full force and effect.

5. The terms of this Amendment Agreement and all the rights and obligations hereunder shall be governed by the laws of the State of California.

6. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute but one and the same contract. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart. Although this Amendment Agreement is dated, for convenience,

as of the date first set forth above, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by their officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY,

[Corporate Seal]

by

Attest:

THRALL CAR MANUFACTURING COMPANY,

[Corporate Seal]

by

Attest:

FIRST PENNSYLVANIA BANK, N.A.,

[Corporate Seal]

by

Attest:



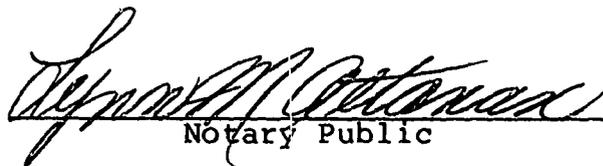


P. M. GIULIANTE
SENIOR CORPORATE TRUST OFFICER
& ASSISTANT SECRETARY

T. A. O'CONNELL
ASSISTANT SECRETARY

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF PHILADELPHIA,)

On this *11th* day of *Oct* 1978, before me personally appeared *Madhavan*, to me personally known, who, being by me duly sworn, says that he is *Dr Corp TN Officer* of FIRST PENNSYLVANIA BANK N.A., 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

[NOTARIAL SEAL]

LYNN M. ATTARIAN
Notary Public, Phila., Phila. Co.
My Commission Expires May 3, 1982

SCHEDULE B

<u>Type</u>	<u>Builder</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers or Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
70-ton 89'4" Low Level Flatcars	Pullman Incorporated (Pullman Standard Division)	3217	Bessemer, Alabama	32	\$ 37,000	\$ 1,184,000	SP 517179 through SP 517210	August- October 1978 at Builder's plant
Fully Enclosed Tri-Level Auto Racks	Portec, Inc. (Paragon Division)	ETKP-117	Novi, Michigan	32	32,000	1,024,000	SP 517179 through SP 517210	August- October 1978 at Builder's plant
100-ton 2,300 cu. ft. Open Top Hopper Cars	Greenville Steel Car Company	H-2056	Greenville, Pennsylvania	500	29,100	14,550,000	SP 466050 through SP 466549	September- December 1978 at Builder's plant
100-ton 7,400 cu. ft. All Steel Tight Bottom Gondola Cars	Paccar Inc	PC-592 as amended	Renton, Washington	170	33,200	5,644,000	SP 355300 through SP 355469	January-March 1979 at Builder's Plant

Type	Builder	Builder's Specifications	Builder's Plant	Quantity	Unit Base Price	Total Base Price	Road Numbers Or Serial Numbers (Inclusive)	Estimated Time and Place of Delivery
52'6" All Steel Tight Bottom Gondola Cars	Thrall Car Manufacturing Company	GN-100-52-223	Chicago Heights, Illinois	130	\$ 30,400	\$ 3,952,000	SP 323090 through SP 323219	October-December 1978 at Builder's plant
52'6" All Steel Tight Bottom Gondola Cars with bulkheads	Thrall Car Manufacturing Company	GN-100-52-223	Chicago Heights, Illinois	20	34,000	680,000	SP 323220 through SP 323239	December 1978 at Builder's plant
52'6" All Steel Tight Bottom Gondola Cars with end of car cushionings, bulkheads and covers	Thrall Car Manufacturing Company	GN-C-100-52-143	Chicago Heights, Illinois	50	41,160	2,058,000	SP 329630 through SP 329679	December 1978-January 1979 at Builder's plant
3,000 h.p. Model SD-40 T-2 Diesel-Electric Locomotives	General Motors Corporation (Electric Motive Division)	8087	McCook, Illinois	75	\$676,000(1) 710,000(2)	52,060,000	SP 8499 through SP 8573	November 1978-February 1979 at Builder's plant

1. 1978 deliveries.

2. 1979 deliveries.

Type	Builder	Builder's Specifications	Builder's Plant	Quantity	Unit Base Price	Total Base Price	Road Numbers or Serial Numbers (Inclusive)	Estimated Time and Place of Delivery
3,000 h.p. Model SD-40 T-2 Diesel-Electric Locomotives (15 Lead and 15 Remote)	General Motors Corporation (Electro-Motive Division)	8087	McCook, Illinois	30	765,000	\$ 22,950,000	Lead SP 8327 through SP 8341	February-June 1979 at Builder's plant
							Remote SP 8377 through SP 8391	
3,000 h.p. Model B30-7 Diesel-Electric Locomotives	General Electric Company	3330F	Erie, Pennsylvania	34	622,000	21,148,000	SP 7824 through SP 7857	February-April 1979 F.O.B. Erie, Pennsylvania
						<u>\$125,250,000</u>		

AMENDMENT AGREEMENT dated as of
October 10, 1978, among SOUTHERN PACIFIC
TRANSPORTATION COMPANY (hereinafter called
the Railroad), THRALL CAR MANUFACTURING
COMPANY (hereinafter called the Builder), and
FIRST PENNSYLVANIA BANK, N.A. (hereinafter
called the Agent).

WHEREAS the Railroad and the Builder have entered
into a Conditional Sale Agreement dated as of August 1, 1978
(hereinafter called the CSA);

WHEREAS the Builder and the Agent have entered
into an Agreement and Assignment dated as of August 1, 1978
(hereinafter called the Assignment);

WHEREAS the CSA and the Assignment were filed
with the Interstate Commerce Commission pursuant to Section
20c of the Interstate Commerce Act on August 25, 1978, and
were assigned recordation number 9654;

WHEREAS the Agent has given its written consent
to this Amendment as evidenced by its execution of this
Amendment; and

WHEREAS the parties hereto now desire to amend
the CSA to change certain information with respect to the
Builder as it appears on Schedule B to the CSA;

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

1. The CSA is hereby amended by substituting Annex A hereto for Schedule B of the CSA.

2. The Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

3. The Railroad will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with Article 19 of the CSA.

4. Except as amended hereby, the CSA and the Assignment shall remain unaltered and in full force and effect.

5. The terms of this Amendment Agreement and all the rights and obligations hereunder shall be governed by the laws of the State of California.

6. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute but one and the same contract. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart. Although this Amendment Agreement is dated, for convenience,

as of the date first set forth above, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by their officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY,

[Corporate Seal]

by

Attest:

THRALL CAR MANUFACTURING COMPANY,

[Corporate Seal]

by

Attest:

John H. Jones

vice President

W. C. ...

Asst. Secretary

FIRST PENNSYLVANIA BANK, N.A.,

[Corporate Seal]

by

Attest:

STATE OF ILLINOIS,
COUNTY OF COOK, ss.:

On this 15th day of October 1978 before me personally appeared J.P. Lynch, to me personally known, who being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING COMPANY, 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.

Thomas R. Lynch
Notary Public

[Notarial Seal]

MY COMMISSION EXPIRES JANUARY 11, 1981

STATE OF CALIFORNIA,
CITY AND COUNTY OF SAN FRANCISCO, ss.:

On this _____ day of _____ 1978 before me personally appeared _____ to me personally known, who, being by me duly sworn, says that he is _____ of _____ CORPORATION COMPANY, 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.

Notary Public

[Notarial Seal]

SCHEDULE B

Type	Builder	Builder's Specifications	Builder's Plant	Quantity	Unit Base Price	Total Base Price	Road Numbers or Serial Numbers (Inclusive)	Estimated Time and Place of Delivery
70-ton 89'4" Low Level Flatcars	Pullman Incorporated (Pullman Standard Division)	3217	Bessemer, Alabama	32	\$ 37,000	\$ 1,184,000	SP 517179 through SP 517210	August- October 1978 at Builder's plant
Fully Enclosed Tri-Level Auto Racks	Portec, Inc. (Paragon Division)	ETKP-117	Novi, Michigan	32	32,000	1,024,000	SP 517179 through SP 517210	August- October 1978 at Builder's plant
100-ton 2,300 cu. ft. Open Top Hopper Cars	Greenville Steel Car Company	H-2056	Greenville, Pennsylvania	500	29,100	14,550,000	SP 466050 through SP 466549	September- December 1978 at Builder's plant
100-ton 7,400 cu. ft. All Steel Tight Bottom Gondola Cars	Paccar Inc	PC-592 as amended	Renton, Washington	170	33,200	5,644,000	SP 355300 through SP 355469	January-March 1979 at Builder's Plant

Type	Builder	Builder's Specifications	Builder's Plant	Quantity	Unit Base Price	Total Base Price	Road Numbers or Serial Numbers (Inclusive)	Estimated Time and Place of Delivery
52'6" All Steel Tight Bottom Gondola Cars	Thrall Car Manufacturing Company	GN-100-52-223	Chicago Heights, Illinois	130	\$ 30,400	\$ 3,952,000	SP 323090 through SP 323219	October-December 1978 at Builder's plant
52'6" All Steel Tight Bottom Gondola Cars with bulkheads	Thrall Car Manufacturing Company	GN-100-52-223	Chicago Heights, Illinois	20	34,000	680,000	SP 323220 through SP 323239	December 1978 at Builder's plant
52'6" All Steel Tight Bottom Gondola Cars with end of car cushionings, bulkheads and covers	Thrall Car Manufacturing Company	GN-C-100-52-143	Chicago Heights, Illinois	50	41,160	2,058,000	SP 329630 through SP 329679	December 1978-January 1979 at Builder's plant
3,000 h.p. Model SD-40 T-2 Diesel-Electric Locomotives	General Motors Corporation (Electro-Motive Division)	8087	McCook, Illinois	75	\$676,000(1) 710,000(2)	52,060,000	SP 8499 through SP 8573	November 1978-February 1979 at Builder's plant

1. 1978 deliveries.
2. 1979 deliveries.

Type	Builder	Builder's Specifications	Builder's Plant	Quantity	Unit Base Price	Total Base Price	Road Numbers Or Serial Numbers (Inclusive)	Estimated Time and Place of Delivery
3,000 h.p. Model SD-40 Diesel-Electric Locomotives (15 Lead and 15 Remote)	General Motors Corporation (Electro-Motive Division)	8087	McCook, Illinois	30	765,000	\$ 22,950,000	Lead SP 8327 through SP 8341	February-June 1979 at Builder's plant
							Remote SP 8377 through SP 8391	
3,000 h.p. Diesel-Electric Locomotives	General Electric Company	3330F	Erie, Pennsylvania	34	622,000	21,148,000	SP 7824 through SP 7857	February-April 1979 F.O.B. Erie, Pennsylvania
						<u>\$125,250,000</u>		