

Southern Pacific Transportation Company

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

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. KOPP
GENERAL ATTORNEYS

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

No. **8-013A779**
Date **NOV 9 1978**
Fee **\$30.00**
ICC Washington, D. C.

ALAN C. FURTH
EXECUTIVE VICE PRESIDENT-LAW

HERBERT A. WATERMAN
GENERAL COUNSEL

November 8, 1978

RECORDATION NO. **9660A** Filed
NOV 9 1978 - 2 30 PM
INTERSTATE COMMERCE COMMISSION

G 4577-1-1

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

RECORDATION NO. **393** Filed 1425
NOV 9 1978 - 2 30 PM
RECORDATION NO. **3952** Filed 1425
NOV 9 1978 - 2 30 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Homme:

There are handed you herewith, for recording pursuant to Section 20c of the Interstate Commerce Act, the original and nine counterparts of Supplement to Agreement A, Conditional Sale Agreement and Lease, dated as of October 1, 1978, together with this Company's voucher in the amount of \$30 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

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

Substituted Lessee:

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

General Description of the Equipment

50 ft. box cars; AAR Mechanical Designation RB, formerly lettered EFCX and numbered within the series 1001 through 2900, and 3601 through 3637, both inclusive, relettered SP and renumbered as set forth therein.

Charles Paul Gaymes

RECEIVED
Nov 9 2 27 PM '78
I.C.C.
FEE OPERATION
153

Prior Recordations

1. Agreement A, dated as of July 1, 1978, between Evergreen Leasing Corporation, Evergreen Freight Car Corporation and Southern Pacific Transportation Company, recorded August 28, 1978, at 2:15 p.m., and assigned Recordation No. 9660.

2. Conditional Sale Agreement, dated as of July 15, 1966, between Evergreen Leasing Corporation and Pacific Car and Foundry Company, recorded August 1, 1966, at 10:30 a.m., and assigned Recordation No. 3952.

3952-A: Supplemental Agreement, recorded July 17, 1967;
3952-B: Second Supplemental Agreement, recorded November 27, 1970.

3. Lease of Railroad Equipment, dated as of July 15, 1966, between Evergreen Leasing Corporation and Evergreen Freight Car Corporation, recorded August 1, 1966, at 10:30 a.m. and assigned Recordation No. 3953;

3953-A: Assignment of Lease, recorded August 1, 1966;
3953-B: Lease Amendment No. 1, recorded November 2, 1966;
3953-C: Lease Amendment No. 2, recorded July 17, 1967;
3953-D: Supplemental Agreement, recorded July 17, 1967.

11
The Supplement handed you herewith supplements each of the three previously recorded documents listed above. Therefore, please assign to the Supplement a successive recordation number to each.

When recording of the Supplement has been completed, please return six counterparts of the document, with evidence of each recording endorsed thereon, to our representative.

Very truly yours,

Karen Ackerman

Karen Ackerman
Attorney

Interstate Commerce Commission
Washington, D.C. 20423

11/9/78

OFFICE OF THE SECRETARY

Karen Ackerman, Atty
Southern Pacific Transp. Co.
Southern Pacific Building
One Market Plaza
San Francisco, Calif. 94105

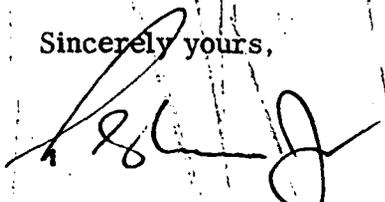
Dear Sir:

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 11/9/78 at 2:30pm
and assigned recordation number(s) 9660-A, 3952-D, 3953-F, 5804-E

5275-C

5274-C

Sincerely yours,


H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

SUPPLEMENT TO AGREEMENT A,
CONDITIONAL SALE AGREEMENT AND LEASE

October 1, 1978

RECORDATION NO. 9660-A
Filed 1425

NOV 9 1978-2 30 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, pursuant to an Agreement made as of July 1, 1978 ("Agreement A"), among EVERGREEN LEASING CORPORATION ("ELC"), EVERGREEN FREIGHT CAR CORPORATION ("EFCC"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("SPT") filed on August 28, 1978, pursuant to Section 20c of the Interstate Commerce Act and bearing recordation no. 9660, it was agreed that SPT be substituted for EFCC under the Lease hereinafter described;

WHEREAS, pursuant to Conditional Sale Agreement dated as of July 15, 1966 (the "CSA"), and amended as of June 1, 1967, and October 1, 1970, between PACIFIC CAR AND FOUNDRY COMPANY and ELC, ELC acquired the box cars subject to said Lease, and the CSA was filed on August 1, 1966, pursuant to Section 20c of the Interstate Commerce Act and given recordation no. 3952;

WHEREAS, the aforesaid box cars were leased by ELC to EFCC pursuant to a Lease of Railroad Equipment dated as of July 15, 1966, and amended as of September 1, 1966, and June 1, 1967 (the "Lease"), and the Lease was filed on August 1, 1966, pursuant to Section 20c of the Interstate Commerce Act and given recordation no. 3953.

THIS SUPPLEMENT WITNESSETH:

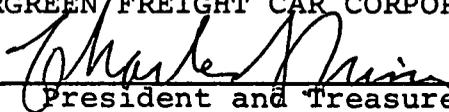
1. During the calendar quarter ending September 30, 1978, SPT accepted delivery from EFCC of one hundred fifty-three (153) of the box cars which are the subject of said Agreement A, the CSA,

and the Lease. Each of said 153 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 A, SPT's obligations under said Agreement A with respect to each of said 153 box cars commenced and EFCC's obligations therefor ceased, on the date indicated on said schedule for such box car.

2. The description of said 153 box cars contained in Schedule A of the Conditional Sale Agreement (and as referred to in the Lease), is hereby supplemented to reflect the current SPT car number on the schedule attached hereto and made a part hereof.

EVERGREEN/FREIGHT CAR CORPORATION

By

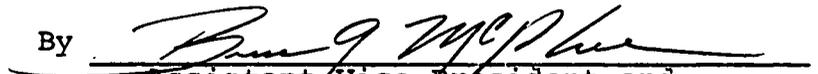

President and Treasurer

Attest:


ASSISTANT Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By


Assistant Vice President and Treasurer

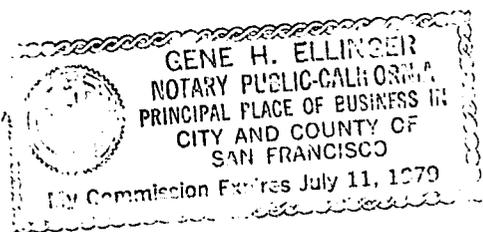
Attest:


Senior Assistant Secretary

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

)
) ss.
)

On the 7th day of *NOVEMBER*, 1978, 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.

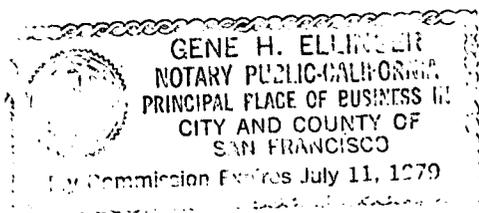


Gene H. Ellinger
Notary Public

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

)
) ss.
)

On the 7th day of *NOVEMBER*, 1978, 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 A

| <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 1270 | SP 290247 | August 1978 | EFCX 1286 | SP 290259 | September 1978 | EFCX 2087 | SP 290990 | September 1978 |
| 1311 | 290281 | " | 1332 | 290300 | " | 2156 | 291050 | " |
| 1386 | 290350 | " | 1344 | 290311 | " | 2161 | 291055 | " |
| 1423 | 290383 | " | 1417 | 290377 | " | 2189 | 291081 | " |
| 1936 | 290854 | " | 1432 | 290392 | " | 2216 | 291105 | " |
| 2011 | 290922 | " | 1469 | 290425 | " | 2239 | 291124 | " |
| 2122 | 291018 | " | 1473 | 290429 | " | 2279 | 291159 | " |
| 2200 | 291091 | " | 1477 | 290432 | " | 2306 | 291186 | " |
| 2253 | 291136 | " | 1480 | 290435 | " | 2327 | 291206 | " |
| 2274 | 291154 | " | 1483 | 290437 | " | 2419 | 291289 | " |
| 2360 | 291238 | " | 1507 | 290459 | " | 2434 | 291303 | " |
| 2733 | 291575 | " | 1528 | 290478 | " | 2478 | 291342 | " |
| 2734 | 291576 | " | 1562 | 290506 | " | 2511 | 291374 | " |
| 3628 | 292350 | " | 1643 | 290582 | " | 2516 | 291378 | " |
| 1033 | 290032 | September 1978 | 1806 | 290734 | " | 2568 | 291428 | " |
| 1040 | 290038 | " | 1831 | 290755 | " | 2588 | 291446 | " |
| 1055 | 290052 | " | 1885 | 290805 | " | 2592 | 291450 | " |
| 1110 | 290100 | " | 1908 | 290826 | " | 2617 | 291472 | " |
| 1134 | 290124 | " | 1946 | 290863 | " | 2649 | 291502 | " |
| 1143 | 290132 | " | 1990 | 290902 | " | 2725 | 291569 | " |
| 1145 | 290134 | " | 1993 | 290905 | " | 2746 | 291588 | " |
| 1182 | 290168 | " | 2064 | 290970 | " | 2749 | 291591 | " |
| 1200 | 290184 | " | 2067 | 290972 | " | 2753 | 291575 | " |
| 1229 | 290212 | " | 2073 | 290978 | " | 2764 | 291602 | " |
| 1232 | 290215 | " | 2084 | 290988 | " | 2768 | 291606 | " |

RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT A

| <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 2808 | SP 291645 | September 1978 | EFCX 1607 | SP 290546 | October 1978 | EFCX 2319 | SP 291198 | October 1978 |
| 2832 | 291668 | " | 1608 | 290547 | " | 2359 | 291237 | " |
| 2836 | 291672 | " | 1611 | 290550 | " | 2371 | 291246 | " |
| 2854 | 291690 | " | 1627 | 290566 | " | 2381 | 291255 | " |
| 2887 | 291719 | " | 1690 | 290626 | " | 2384 | 291257 | " |
| 2897 | 291728 | " | 1724 | 290657 | " | 2413 | 291283 | " |
| 3635 | 292357 | " | 1754 | 290686 | " | 2414 | 291284 | " |
| 1015 | 290014 | October 1978 | 1765 | 290696 | " | 2429 | 291298 | " |
| 1030 | 290029 | " | 1779 | 290710 | " | 2485 | 291349 | " |
| 1037 | 290036 | " | 1782 | 290713 | " | 2563 | 291423 | " |
| 1065 | 290061 | " | 1809 | 290737 | " | 2586 | 291444 | " |
| 1067 | 290063 | " | 1819 | 290744 | " | 2624 | 291479 | " |
| 1082 | 290741 | " | 1893 | 290812 | " | 2652 | 291505 | " |
| 1104 | 290094 | " | 1914 | 290832 | " | 2665 | 291518 | " |
| 1153 | 290141 | " | 1956 | 290873 | " | 2669 | 291522 | " |
| 1171 | 290158 | " | 1989 | 290901 | " | 2693 | 291543 | " |
| 1203 | 290187 | " | 1992 | 290904 | " | 2698 | 291547 | " |
| 1212 | 290195 | " | 1994 | 290906 | " | 2731 | 291573 | " |
| 1312 | 290282 | " | 2001 | 290913 | " | 2791 | 291628 | " |
| 1340 | 290307 | " | 2005 | 290916 | " | 2799 | 291636 | " |
| 1359 | 290325 | " | 2009 | 290920 | " | 2822 | 291659 | " |
| 1440 | 290398 | " | 2026 | 290935 | " | 2824 | 291661 | " |
| 1448 | 290406 | " | 2039 | 290948 | " | 2827 | 291664 | " |
| 1511 | 290463 | " | 2078 | 290983 | " | 2831 | 291667 | " |
| 1513 | 290465 | " | 2111 | 291010 | " | 2894 | 291726 | " |
| 1597 | 290538 | " | 2225 | 291111 | " | 3621 | 292343 | " |

Total Units = 153