

Southern Pacific Transportation Company

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RECORDATION NO. 3953 Filed 1425

RECORDATION NO. 9660 Filed 1425

FEB 26 1979 -9 15 AM

FEB 26 1979 -9 15 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

February 12, 1979

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

no. 3000
Date FEB 23 1979
Fee \$ 30.00

G 4577-1-1
RECORDATION NO. 39520F Filed 1425

FEB 26 1979 -9 15 AM

Dear Mr. Homme:

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Enclosed herewith, for recording pursuant to Section 11303 of the Interstate Commerce Act, ten counterparts of Second Supplement to Agreement A, Conditional Sale Agreement and Lease, dated as of January 1, 1979, together with this Company's voucher in the amount of \$30 in payment of the recording fee. Please assign this document recordation numbers sequential to those given each of the three documents described 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

Substituted Lessee:

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

General Description of the Equipment:

343 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.

INTERSTATE
COMMERCE COMMISSION
RECEIVED
FEB 16 1979
ADMINISTRATIVE SERVICES
MAIL UNIT

FEE OPERATION EN.
I.C.C.
FEB 23 9 59 AM '79

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.

9660-A: Supplement to Agreement A, Conditional Sale Agreement and Lease recorded November 9, 1978.
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;
3952-D: Supplement to Agreement A, Conditional Sale Agreement and Lease recorded November 9, 1978.
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;
3953-F: Supplement to Agreement A, Conditional Sale Agreement and Lease recorded November 9, 1978.

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

Very truly yours,



Karen Ackerman
Attorney

RECORDATION NO. 3953 Filed 1425
SECOND SUPPLEMENT TO AGREEMENT A
CONDITIONAL SALE AGREEMENT AND LEASE

RECORDATION NO. 9660-13 Filed 1425

FEB 26 1979 -9 15 AM
INTERSTATE COMMERCE COMMISSION

January 1, 1979

RECORDATION NO. 3952-K Filed
FEB 26 1979 -9 15 AM

FEB 26 1979 -9 15 AM
INTERSTATE COMMERCE COMMISSION

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 December 31, 1978, SPT accepted delivery from EFCC of three hundred forty three (343) of the box cars which are the subject of said Agreement A,

the CSA, and the Lease. Each of said 343 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 343 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 343 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:

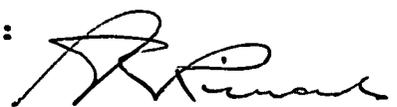

Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By

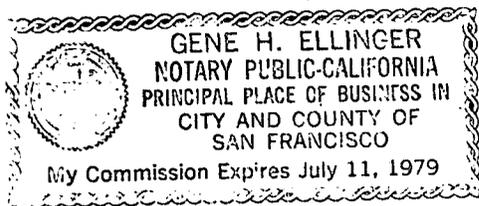

Assistant Vice President and
Treasurer

Attest:


Senior Assistant
Secretary

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

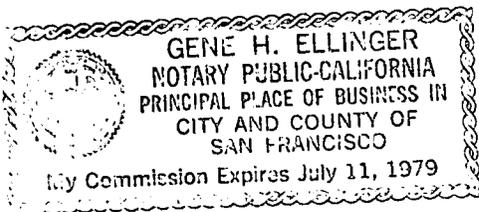
On the 7th day of FEBRUARY, 1979, personally appeared BRUCE G. MCPHEE, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal 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 7th day of FEBRUARY, 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 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 1004 | SP 290003 | November 1978 | EFCX 1337 | SP 290304 | November 1978 | EFCX 1593 | SP 290534 | November 1978 |
| 1032 | 290031 | " | 1346 | 290313 | " | 1598 | 290539 | " |
| 1039 | 290037 | " | 1362 | 290328 | " | 1603 | 290544 | " |
| 1045 | 290043 | " | 1367 | 290332 | " | 1623 | 290562 | " |
| 1053 | 290050 | " | 1375 | 290340 | " | 1632 | 290571 | " |
| 1074 | 290068 | " | 1401 | 290363 | " | 1638 | 290577 | " |
| 1085 | 290077 | " | 1420 | 290380 | " | 1653 | 290591 | " |
| 1111 | 290101 | " | 1421 | 290381 | " | 1654 | 290592 | " |
| 1113 | 290103 | " | 1427 | 290387 | " | 1659 | 290596 | " |
| 1155 | 290143 | " | 1428 | 290388 | " | 1679 | 290615 | " |
| 1169 | 290156 | " | 1439 | 290397 | " | 1687 | 290623 | " |
| 1170 | 290157 | " | 1441 | 290399 | " | 1736 | 290668 | " |
| 1189 | 290173 | " | 1452 | 290410 | " | 1753 | 290685 | " |
| 1192 | 290176 | " | 1457 | 290415 | " | 1760 | 290691 | " |
| 1201 | 290185 | " | 1486 | 290440 | " | 1772 | 290703 | " |
| 1210 | 290193 | " | 1490 | 290444 | " | 1775 | 290706 | " |
| 1223 | 290206 | " | 1506 | 290458 | " | 1783 | 290714 | " |
| 1246 | 290228 | " | 1512 | 290464 | " | 1801 | 290729 | " |
| 1252 | 290233 | " | 1524 | 290474 | " | 1814 | 290740 | " |
| 1254 | 290235 | " | 1531 | 290480 | " | 1836 | 290760 | " |
| 1259 | 290240 | " | 1548 | 290494 | " | 1851 | 290774 | " |
| 1283 | 290256 | " | 1552 | 290498 | " | 1859 | 290782 | " |
| 1285 | 290258 | " | 1553 | 290499 | " | 1870 | 290792 | " |
| 1304 | 290276 | " | 1557 | 290501 | " | 1871 | 290793 | " |
| 1326 | 290294 | " | 1585 | 290526 | " | 1879 | 290799 | " |

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 1883 | SP 290803 | November 1978 | EFCX 2195 | SP 291086 | November 1978 | EFCX 2543 | SP 291403 | November 1978 |
| 1898 | 290817 | " | 2196 | 291087 | " | 2555 | 291415 | " |
| 1904 | 290822 | " | 2206 | 291097 | " | 2559 | 291419 | " |
| 1907 | 290825 | " | 2231 | 291116 | " | 2579 | 291438 | " |
| 1913 | 290831 | " | 2245 | 291129 | " | 2610 | 291465 | " |
| 1923 | 290841 | " | 2271 | 291151 | " | 2614 | 291469 | " |
| 1930 | 290848 | " | 2289 | 291169 | " | 2625 | 291480 | " |
| 1943 | 290860 | " | 2292 | 291172 | " | 2640 | 291494 | " |
| 1944 | 290861 | " | 2298 | 291178 | " | 2647 | 291500 | " |
| 1969 | 290884 | " | 2312 | 291191 | " | 2660 | 291513 | " |
| 1978 | 290892 | " | 2323 | 291207 | " | 2662 | 291515 | " |
| 2000 | 290912 | " | 2382 | 291256 | " | 2678 | 291530 | " |
| 2015 | 290926 | " | 2412 | 291282 | " | 2680 | 291531 | " |
| 2027 | 290936 | " | 2423 | 291293 | " | 2681 | 291532 | " |
| 2032 | 290941 | " | 2439 | 291308 | " | 2700 | 291549 | " |
| 2034 | 290943 | " | 2472 | 291337 | " | 2707 | 291553 | " |
| 2070 | 290975 | " | 2475 | 291339 | " | 2741 | 291583 | " |
| 2077 | 290982 | " | 2489 | 291353 | " | 2747 | 291589 | " |
| 2088 | 290991 | " | 2498 | 291362 | " | 2775 | 291613 | " |
| 2092 | 290995 | " | 2517 | 291379 | " | 2782 | 291619 | " |
| 2112 | 291011 | " | 2523 | 291385 | " | 2794 | 291631 | " |
| 2181 | 291073 | " | 2525 | 291387 | " | 2843 | 291679 | " |
| 2185 | 291077 | " | 2531 | 291392 | " | 2870 | 291704 | " |
| 2186 | 291078 | " | 2538 | 291398 | " | 2876 | 291709 | " |
| 2193 | 291084 | " | 2542 | 291402 | " | 2890 | 291722 | " |

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 3602 | SP 292325 | November 1978 | EFCX 1268 | SP 290245 | December 1978 | EFCX 1778 | SP 290709 | December 1978 |
| 3608 | 292331 | " | 1295 | 290268 | " | 1817 | 290742 | " |
| 3612 | 292335 | " | 1296 | 290269 | " | 1921 | 290839 | " |
| 3631 | 292353 | " | 1322 | 290290 | " | 1972 | 290886 | " |
| 3632 | 292354 | " | 1327 | 290295 | " | 1986 | 290898 | " |
| 3634 | 292356 | " | 1339 | 290306 | " | 2022 | 290931 | " |
| 1036 | 290035 | December 1978 | 1381 | 290346 | " | 2025 | 290934 | " |
| 1056 | 290053 | " | 1382 | 290347 | " | 2063 | 290969 | " |
| 1060 | 290057 | " | 1383 | 290348 | " | 2124 | 291020 | " |
| 1094 | 290086 | " | 1410 | 290370 | " | 2135 | 291031 | " |
| 1097 | 290089 | " | 1413 | 290373 | " | 2187 | 291079 | " |
| 1119 | 290109 | " | 1419 | 290379 | " | 2192 | 291083 | " |
| 1124 | 290114 | " | 1514 | 290466 | " | 2226 | 291112 | " |
| 1131 | 290121 | " | 1543 | 290489 | " | 2227 | 291113 | " |
| 1148 | 290136 | " | 1567 | 290510 | " | 2249 | 291133 | " |
| 1149 | 290137 | " | 1576 | 290519 | " | 2268 | 291150 | " |
| 1158 | 290146 | " | 1589 | 290530 | " | 2276 | 291156 | " |
| 1167 | 290154 | " | 1604 | 290545 | " | 2294 | 291174 | " |
| 1179 | 290165 | " | 1646 | 290585 | " | 2311 | 291190 | " |
| 1185 | 290171 | " | 1650 | 290588 | " | 2355 | 291234 | " |
| 1197 | 290181 | " | 1683 | 290619 | " | 2378 | 291252 | " |
| 1209 | 290192 | " | 1692 | 290628 | " | 2394 | 291267 | " |
| 1213 | 290196 | " | 1718 | 290651 | " | 2408 | 291278 | " |
| 1230 | 290213 | " | 1731 | 290664 | " | 2416 | 291286 | " |
| 1244 | 290226 | " | 1757 | 290688 | " | 2422 | 291292 | " |

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 2437 | SP 291306 | December 1978 | EFCX 2807 | SP 291644 | December 1978 | EFCX 1587 | SP 290528 | January 1979 |
| 2453 | 291322 | " | 2815 | 291652 | " | 1640 | 290579 | " |
| 2460 | 291327 | " | 2819 | 291656 | " | 1642 | 290581 | " |
| 2470 | 291335 | " | 2884 | 291716 | " | 1672 | 290608 | " |
| 2532 | 291393 | " | 3615 | 292337 | " | 1749 | 290681 | " |
| 2553 | 291413 | " | 1021 | 290020 | January 1979 | 1770 | 290701 | " |
| 2554 | 291414 | " | 1035 | 290034 | " | 1771 | 290702 | " |
| 2557 | 291417 | " | 1044 | 290042 | " | 1820 | 290745 | " |
| 2596 | 291454 | " | 1133 | 290123 | " | 1825 | 290749 | " |
| 2598 | 291456 | " | 1163 | 290151 | " | 1828 | 290752 | " |
| 2600 | 291458 | " | 1202 | 290186 | " | 1846 | 290769 | " |
| 2612 | 291467 | " | 1217 | 290200 | " | 1852 | 290775 | " |
| 2613 | 291468 | " | 1226 | 290209 | " | 1853 | 290776 | " |
| 2615 | 291470 | " | 1242 | 290224 | " | 1888 | 290808 | " |
| 2622 | 291477 | " | 1249 | 290231 | " | 1954 | 290871 | " |
| 2646 | 291499 | " | 1277 | 290253 | " | 1959 | 290876 | " |
| 2648 | 291501 | " | 1300 | 290273 | " | 1995 | 290907 | " |
| 2657 | 291510 | " | 1338 | 290305 | " | 2008 | 290919 | " |
| 2676 | 291528 | " | 1358 | 290324 | " | 2021 | 290930 | " |
| 2692 | 291542 | " | 1373 | 290338 | " | 2132 | 291028 | " |
| 2723 | 291567 | " | 1429 | 290389 | " | 2138 | 291034 | " |
| 2765 | 291603 | " | 1461 | 290418 | " | 2144 | 291040 | " |
| 2773 | 291611 | " | 1495 | 290449 | " | 2160 | 291054 | " |
| 2790 | 291627 | " | 1572 | 290515 | " | 2169 | 291062 | " |
| 2804 | 291641 | " | 1581 | 290522 | " | 2173 | 291066 | " |

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 2224 | SP 291110 | January 1979 | EFCX 2575 | SP 291434 | January 1979 | | | |
| 2230 | 291115 | " | 2594 | 291452 | " | | | |
| 2246 | 291130 | " | 2599 | 291457 | " | | | |
| 2273 | 291153 | " | 2603 | 291460 | " | | | |
| 2301 | 291181 | " | 2644 | 291497 | " | | | |
| 2308 | 291188 | " | 2654 | 291507 | " | | | |
| 2324 | 291203 | " | 2677 | 291529 | " | | | |
| 2330 | 291209 | " | 2721 | 291565 | " | | | |
| 2352 | 291231 | " | 2722 | 291566 | " | | | |
| 2368 | 291243 | " | 2724 | 291568 | " | | | |
| 2370 | 291245 | " | 2756 | 291597 | " | | | |
| 2396 | 291268 | " | 2767 | 291605 | " | | | |
| 2409 | 291279 | " | 2792 | 291629 | " | | | |
| 2415 | 291285 | " | 2818 | 291655 | " | | | |
| 2444 | 291313 | " | 2829 | 291666 | " | | | |
| 2451 | 291320 | " | 2858 | 291694 | " | | | |
| 2483 | 291347 | " | 3601 | 292324 | " | | | |
| 2484 | 291348 | " | 3605 | 292328 | " | | | |
| 2494 | 291358 | " | | | | | | |
| 2499 | 291363 | " | | | | | | |
| 2507 | 291371 | " | | | | | | |
| 2521 | 291383 | " | | | | | | |
| 2556 | 291416 | " | | | | | | |
| 2569 | 291429 | " | | | | | | |
| 2574 | 291433 | " | | | | | | |

Total Units = 343