

# Southern Pacific Transportation Company

RECORDATION NO. 9660-C Filed 1425

THORMUND A. MILLER  
GENERAL COMMERCE COUNSEL

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

AUG 8 1979-2 35 PM

JOHN J. CORRIGAN  
GENERAL SOLICITOR

INTERSTATE COMMERCE COMMISSION

ARNOLD I. WEBER  
JOHN MACDONALD SMITH  
SENIOR GENERAL ATTORNEYS

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RECORDATION NO. 3953-A Filed 1425

AUG 8 1979-2 35 PM

INTERSTATE COMMERCE COMMISSION

HERBERT A. WATERMAN  
VICE PRESIDENT AND GENERAL COUNSEL

RECORDATION NO. 3952-F Filed 1425

AUG 8 1979-2 35 PM

August 1, 1979 INTERSTATE COMMERCE COMMISSION

JAMES M. TOBIN  
WILLIAM F. ADAMS  
RICHARD D. SILVESTER  
DAVID W. LONG  
GARY O. ALEXANDER  
MADELEINE E. SLOANE  
JAMES G. FROUG  
GARY A. LAAKSO  
KAREN ACKERMAN  
CAROL A. HARRIS  
JOSEPH W. DIEHL, JR.  
JOSE E. GUZMAN, JR.  
CRAIG J. WHITNEY  
ATTORNEYS

9 320A186

Mr. H. G. Homme, Jr.  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue  
Washington, D.C. 20423

No. \_\_\_\_\_  
Date AUG 8 1979  
Fee \$ 30<sup>00</sup>

Washington, D. C.

Dear Mr. Homme:

Enclosed herewith, for recording pursuant to Section 11303 of the Interstate Commerce Act, are the original and four counterparts of Third Supplement to Agreement A, Conditional Sale Agreement and Lease, dated as of April 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.
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*[Handwritten signatures and notes on the left margin]*

RECEIVED

AUG 8 2 27 PM '79

I.C.C.  
FEE OPERATING BR.

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 PM, and assigned Recordation No. 9660.  
  
9660-A: Supplement to Agreement A, Conditional Sale Agreement and Lease recorded November 9, 1978.  
  
9660-B: Second Supplement to Agreement A, Conditional Sale Agreement and Lease recorded February 26, 1979.
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 AM, 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.  
  
3952-E: Second Supplement to Agreement A, Conditional Sale Agreement and Lease recorded February 26, 1979.
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 AM, 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.  
3953-G: Second Supplement to Agreement A, Conditional Sale Agreement and Lease recorded February 26, 1979.

Mr. H. G. Homme, Jr.  
Page Three

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

Very truly yours,

*Kam Achernon*

Enclosures

THIRD  
SUPPLEMENT TO AGREEMENT A  
CONDITIONAL SALE AGREEMENT AND LEASE

RECORDATION NO. 9660-d  
Filed 1425  
AUG 8 1979 - 2 35 PM  
INTERSTATE COMMERCE COMMISSION

April 1, 1979

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;

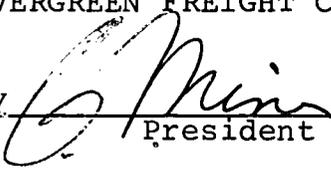
WHEREAS, the aforesaid box cars were leased by ELC to EFCC pursuant to a Lease of Railroad Equipment dated as of July 15, 1966, and amended as of September 1, 1966, and June 1, 1967 (the "Lease"), and the Lease was filed on August 1, 1966, pursuant to Section 20c of the Interstate Commerce Act and given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

THIS SUPPLEMENT WITNESSETH:

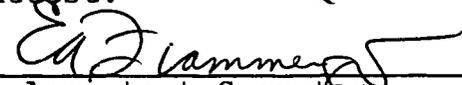
1. During the calendar quarter ending March 31, 1979, SPT accepted delivery from EFCC of three hundred and six (306) of the box cars which are the subject of said Agreement A, the CSA, and the Lease. Each of said 306 box cars is identified by its former EFCC car number and its current SPT car number 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 306 box cars commenced and EFCC's obligations therefor ceased, on the date indicated on said schedule for such box cars.

2. The description of said 306 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.

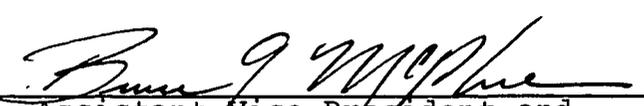
EVERGREEN FREIGHT CAR CORPORATION

By   
President and Treasurer

Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By   
Assistant Vice President and  
Treasurer

Attest:

  
Senior Assistant  
Secretary

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 1020	SP 290019	February 1979	EFCX 1391	SP 290355	February 1979	EFCX 1708	SP 290644	February 1979
1023	290022	"	1411	290371	"	1709	290645	"
1025	290024	"	1412	290372	"	1714	290650	"
1026	290025	"	1422	290382	"	1720	290653	"
1028	290027	"	1426	290386	"	1723	290656	"
1050	290047	"	1431	290391	"	1726	290659	"
1062	290059	"	1446	290404	"	1748	290680	"
1063	290060	"	1451	290409	"	1781	290712	"
1082	290074	"	1513	290465	"	1789	290718	"
1087	290079	"	1547	290493	"	1848	290771	"
1093	290085	"	1570	290513	"	1860	290783	"
1105	290095	"	1592	290533	"	1866	290788	"
1109	290099	"	1595	290536	"	1869	290791	"
1142	290131	"	1599	290540	"	1880	290800	"
1154	290142	"	1616	290555	"	1895	290814	"
1168	290155	"	1619	290558	"	1916	290834	"
1214	290197	"	1630	290569	"	1931	290849	"
1267	290244	"	1652	290590	"	1932	290850	"
1291	290264	"	1665	290601	"	1958	290875	"
1298	290271	"	1667	290603	"	1963	290879	"
1324	290292	"	1673	290609	"	1998	290910	"
1370	290335	"	1681	290617	"	1999	290911	"
1371	290336	"	1684	290620	"	2007	290918	"
1388	290352	"	1700	290636	"	2038	290947	"
1390	290354	"	1705	290641	"	2041	290950	"

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 2097	SP 290999	February 1979	EFCX 2406	SP 291276	February 1979	EFCX 2704	SP 291551	February 1979
2109	291009	"	2420	291290	"	2708	291554	"
2115	291013	"	2426	291296	"	2781	291618	"
2120	291016	"	2430	291299	"	2793	291630	"
2142	291038	"	2438	291307	"	2803	291640	"
2151	291045	"	2480	291344	"	2841	291677	"
2155	291049	"	2481	291345	"	2849	291685	"
2159	291053	"	2492	291356	"	2857	291693	"
2167	291060	"	2495	291359	"	2871	291705	"
2188	291080	"	2500	291364	"	3603	292326	"
2197	291088	"	2503	291367	"	3616	292338	"
2203	291094	"	2515	291377	"	3633	292355	"
2204	291095	"	2540	291400	"	3637	292359	"
2207	291098	"	2544	291404	"	1016	290015	March 1979
2209	291100	"	2547	291407	"	1058	290055	"
2237	291122	"	2578	291437	"	1072	290066	"
2242	291127	"	2583	291442	"	1079	290071	"
2261	291143	"	2602	291459	"	1127	290117	"
2267	291149	"	2607	291463	"	1180	290166	"
2284	291164	"	2609	291464	"	1190	290174	"
2338	291217	"	2635	291490	"	1193	290177	"
2346	291225	"	2661	291514	"	1198	290182	"
2385	291258	"	2675	291527	"	1233	290216	"
2398	291270	"	2683	291534	"	1238	290220	"
2405	291275	"	2691	291541	"	1247	290229	"

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 1251	SP 290232	March 1979	EFCX 1951	SP 290868	March 1979	EFCX 2502	SP 291366	March 1979
1299	290272	"	1973	290887	"	2533	291394	"
1348	290314	"	2036	290945	"	2558	291418	"
1379	290344	"	2058	290965	"	2564	291424	"
1434	290394	"	2061	290967	"	2570	291430	"
1498	290452	"	2066	290971	"	2571	291431	"
1500	290453	"	2075	290980	"	2593	291451	"
1555	290500	"	2080	290985	"	2658	291511	"
1613	290552	"	2103	291004	"	2668	291521	"
1615	290554	"	2126	291022	"	2673	291525	"
1629	290568	"	2190	291082	"	2686	291536	"
1636	290575	"	2238	291123	"	2748	291590	"
1645	290584	"	2248	291132	"	2779	291617	"
1707	290643	"	2280	291160	"	2806	291643	"
1722	290655	"	2302	291182	"	2861	291696	"
1727	290660	"	2314	291193	"	2868	291702	"
1807	290735	"	2316	291195	"	1011	290010	April 1979
1816	290741	"	2322	291201	"	1027	290026	"
1864	290787	"	2349	291228	"	1034	290033	"
1882	290802	"	2350	291229	"	1047	290044	"
1887	290807	"	2351	291230	"	1049	290046	"
1902	290820	"	2389	291262	"	1071	290065	"
1911	290829	"	2397	291269	"	1120	290110	"
1937	290855	"	2441	291310	"	1128	290118	"
1948	290865	"	2482	291346	"	1132	290122	"

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 1146	SP 290135	April 1979	EFCX 1583	SP 290524	April 1979	EFCX 2184	SP 291076	April 1979
1151	290139	"	1602	290543	"	2198	291089	"
1161	290149	"	1612	290551	"	2201	291092	"
1173	290159	"	1658	290595	"	2202	291093	"
1175	290161	"	1675	290611	"	2236	291121	"
1187	290172	"	1706	290642	"	2299	291179	"
1218	290201	"	1719	290652	"	2300	291180	"
1245	290227	"	1734	290667	"	2309	291189	"
1255	290236	"	1740	290672	"	2331	291210	"
1258	290239	"	1750	290682	"	2343	291222	"
1294	290267	"	1803	290731	"	2366	291242	"
1323	290291	"	1849	290772	"	2388	291261	"
1325	290293	"	1862	290785	"	2401	291271	"
1329	290297	"	1872	290794	"	2417	291287	"
1341	290308	"	1901	290819	"	2450	291319	"
1377	290342	"	1909	290827	"	2536	291396	"
1395	290358	"	1912	290830	"	2545	291405	"
1435	290395	"	1922	290840	"	2561	291421	"
1444	290402	"	1962	290878	"	2651	291504	"
1464	290421	"	1964	290880	"	2667	291520	"
1466	290423	"	1977	290891	"	2730	291572	"
1472	290428	"	2017	290927	"	2744	291586	"
1479	290434	"	2083	290987	"	2789	291626	"
1525	290475	"	2095	290997	"	2838	291674	"
1564	290507	"	2106	291007	"	2865	291700	"

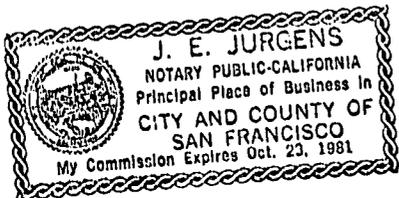
RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT A

<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>
EFCX 2898	SP 291729	April 1979
2899	291730	"
3609	292332	"
3611	292334	"
3619	292341	"
3627	292349	"

Total Units = 306

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

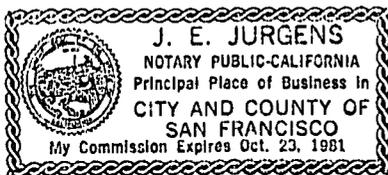
On the 6<sup>th</sup> day of August, 1979, personally appeared BRUCE G. MCPHEE, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate 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.



  
\_\_\_\_\_  
Notary Public

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

On the 6<sup>th</sup> day of August, 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.



  
\_\_\_\_\_  
Notary Public