15-493-A

13

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD+
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE#
GEORGE JOHN KETO°
MILTON C. GRACE*
JAMES C. MARTIN, JR.#

*NOT A MEMBER OF D.C. BAR
+ALSO ADMITTED IN NEW YORK
°ALSO ADMITTED IN OHIO
#ALSO ADMITTED IN MARYLAND

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

RECORDATION NO. 15493-A Filed 1425

MAR 7 1988 -12 50 PM

INTERSTATE COMMERCE COMMISSION

8-067A055

No.

MAR 7 1988

Date

Fee $13.00

C Washington, D. C.

MAR 7 12 34 PM '88

MOTOR OPERATING UNIT

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies of a Schedule No. 802 dated February 19, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to a Master Equipment Lease Agreement dated as of January 25, 1988, which was duly filed and recorded on February 3, 1988 at 11:40 a.m. and assigned Recordation Number 15493.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151

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

A description of the railroad equipment covered by the enclosed document is set forth in Attachment A enclosed herewith and made a part hereof.

Also enclosed is a check in the amount of $13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. T. Kappler

Counterpart

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

> Schedule No. 802 dated February 19, 1988 covering 75 tri-level automobile racks bearing Rack Identification Numbers in the series

Very truly yours,

Charles T. Kappler

Charles T. Kappler

Enclosures

ATTACHMENT A

Enclosed Tri-Level Superstructures complete with
Whitehead & Kales design end doors applied to TTX Flat Cars

RACK ID#		CAR NUMBER	SHP MTH	SHP DAY	SHP YR
87178	ETTX	901048	01	27	88
87179	ETTX	801887	01	27	88
87180	ETTX	800682	01	27	88
87181	ETTX	802675	01	28	88
87182	ETTX	905153	01	28	88
87183	ETTX	908280	01	28	88
87184	ETTX	801100	01	28	88
87185	ETTX	900660	01	28	88
87186	ETTX	905553	01	29	88
87187	ETTX	803250	01	29	88
87188	ETTX	900889	01	29	88
87189	ETTX	801723	01	29	88
87190	ETTX	802356	01	29	88
87191	ETTX	950309	02	01	88
87192	ETTX	800216	02	01	88
87193	ETTX	905139	02	01	88
87194	ETTX	904004	02	01	88
87195	ETTX	802967	02	01	88
87196	ETTX	800462	02	02	88
87197	ETTX	905266	02	02	88
87198	ETTX	904191	02	02	88
87199	ETTX	803062	02	02	88
87200	ETTX	802224	02	02	88
87201	ETTX	801874	02	03	88
87202	ETTX	801317	02	03	88
87203	ETTX	901744	02	03	88
87204	ETTX	900194	02	03	88
87205	ETTX	901452	02	03	88
87206	ETTX	802024	02	04	88
87207	ETTX	905103	02	04	88
87208	ETTX	903902	02	04	88
87209	ETTX	908218	02	05	88
87210	ETTX	800675	02	04	88
87211	ETTX	801871	02	04	88
87212	ETTX	802251	02	04	88
87213	ETTX	802211	02	10	88
87214	ETTX	802265	02	05	88
87215	ETTX	900637	02	05	88
87216	ETTX	802273	02	05	88
87217	ETTX	905292	02	09	88
87218	ETTX	905682	02	08	88
87219	ETTX	800544	02	08	88
87220	ETTX	907221	02	08	88
87116	ETTX	903425	02	09	88
87221	ETTX	802246	02	09	88
87222	ETTX	901725	02	09	88
87223	ETTX	905013	02	09	88
87224	ETTX	909259	02	09	88
87225	ETTX	905068	02	09	88

ATTACHMENT A

Enclosed Tri-Level Superstructures complete with Whitehead & Kales design end doors applied to TTX Flat Cars

RACK ID#		CAR NUMBER	SHP MTH	SHP DAY	SHP YR
87226	ETTX	908105	02	09	88
87227	ETTX	905190	02	10	88
87228	ETTX	801761	02	10	88
87229	ETTX	802222	02	10	88
87230	ETTX	802231	02	10	88
87231	ETTX	802242	02	11	88
87232	ETTX	802283	02	11	88
87233	ETTX	801872	02	11	88
87234	ETTX	802072	02	11	88
87235	ETTX	802004	02	11	88
87161	ETTX	908292	02	12	88
87236	ETTX	802241	02	12	88
87237	ETTX	905110	02	12	88
87238	ETTX	950731	02	12	88
87239	ETTX	902164	02	12	88
87240	ETTX	802281	02	12	88
87241	ETTX	907860	02	15	88
87242	ETTX	802237	02	15	88
87243	ETTX	904514	02	15	88
87244	ETTX	905321	02	15	88
87245	ETTX	801098	02	15	88
87246	ETTX	903146	02	16	88
87247	ETTX	800904	02	16	88
87248	ETTX	801836	02	17	88
87249	ETTX	801400	02	17	88
87250	ETTX	802253	02	17	88

RECORDATION NO. 15493-A Filed 1425

LEASE SCHEDULE

MAR 7 1988 -12 50 PM

INTERSTATE COMMERCE COMMISSION

Master Equipment Lease Agreement No.: 0046029

Account Billing No.

Master Equipment Lease Agreement Date: January 25, 1988

Lessee Purchase Order No.: 0003191F10

Lease Schedule No.: 802

7 year class recovery property

Lease Schedule Date: February 19, 1988

Between PITNEY BOWES CREDIT CORPORATION (Lessor) and SOUTHERN PACIFIC TRANSPORTATION COMPANY (Lessee).

1. Equipment Description:

Quantity	Item	Manufacturer Model & Serial No.:
75	Tri-Level Automobile Racks	See Attachment A

2. Equipment Location:

   The above Equipment will be located throughout the Lessee's 10,000 mile rail system.

3. Billing Address:

   Mr. E. F. Grady, Treasurer, Southern Pacific Transportation Company, Finance Department, One Market Plaza, Room 666, San Francisco, CA 94105

4. Original Rental Term:
   180 Months. Payable Quarterly in Arrears.

5. Aggregate Rental for Original Rental Term:
   $4,473,739.56 payable as follows:

   Rental Payments shall be made, quarterly in arrears, ~~from the date of acceptance~~ EFG by Lessee as follows:

   the first twenty-four (24) Rental Payments shall be in the amount of $65,790.23 plus applicable sales/use tax. if any followed by thirty-six (36) Rental Payments in the amount of $80,410.39, plus applicable sales/use tax, if any. First rental payment shall be due and payable on June 1, 1988.

6. Number and Amount of Advance Rental Payments:
   Number: N/A Amount: N/A

7. Renewal Option: One (1) three (3) year renewal period payable quarterly in arrears for an amount equal to the original cost of the Equipment to be renewed multiplied by a factor of .01501530 (plus applicable taxes).

8. Purchase Option: Fair Market Value.

THIS SCHEDULE AND ITS TERMS AND CONDITIONS ARE HEREBY INCORPORATED BY REFERENCE IN THE ABOVE MASTER EQUIPMENT LEASE AGREEMENT. LESSEE PERMITS LESSOR TO INSERT MODEL AND SERIAL NUMBERS OF EQUIPMENT WHEN DETERMINED BY LESSOR.

Acceptable by:

PITNEY BOWES CREDIT CORPORATION (Lessor)

Name: L D Osmanski

Title: L. D. OSMANSKI Vice President Operations

Date: Feb 19, 1988

SOUTHERN PACIFIC TRANSPORTATION COMPANY (Lessee)

Name: E S Scody

Title: TREASURER

Date: February 19, 1988

CORPORATE FORM OF ACKNOWLEDGEMENT

State of California)
) SS:
County of San Francisco)

On this 29th day of February, 1988 before me personally appeared E. F. Grady to me personally known, who being by me duly sworn, says that he is the Treasurer of the Southern Pacific Transportation Company, that the seal 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.

Signature of Notary Public

J. E. JURGENS
NOTARY PUBLIC-CALIFORNIA
Principal Place of Business in
CITY AND COUNTY OF
SAN FRANCISCO
My Commission Expires Nov. 20, 1989

My commission expires 11-20-89

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut)
) SS:
County of Fairfield)

On this 19th day of February, 1988, before me personally appeared L.D. Osmanski, to me personally known, who being by me duly sworn, says that he is the Vice President-Operations of Pitney Bowes Credit Corporation, that the seal 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.

Mary E. Burke
Signature of Notary Public

NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

My commission expires _____

ATTACHMENT A

Enclosed Tri-Level Superstructures complete with Whitehead & Kales design end doors applied to TTX Flat Cars

RACK ID#		CAR NUMBER	SHP MTH	SHP DAY	SHP YR
87178	ETTX	901048	01	27	88
87179	ETTX	801887	01	27	88
87180	ETTX	800682	01	27	88
87181	ETTX	802675	01	28	88
87182	ETTX	905153	01	28	88
87183	ETTX	908280	01	28	88
87184	ETTX	801100	01	28	88
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87189	ETTX	801723	01	29	88
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87208	ETTX	903902	02	04	88
87209	ETTX	908219	02	05	88
87210	ETTX	800675	02	04	88
87211	ETTX	801871	02	04	88
87212	ETTX	802251	02	04	88
87213	ETTX	802211	02	10	88
87214	ETTX	802265	02	05	88
87215	ETTX	900637	02	05	88
87216	ETTX	802273	02	05	88
87217	ETTX	905292	02	09	88
87218	ETTX	905682	02	08	88
87219	ETTX	800544	02	08	88
87220	ETTX	907221	02	08	88
87116	ETTX	903425	02	09	88
87221	ETTX	802246	02	09	88
87222	ETTX	901725	02	09	88
87223	ETTX	905013	02	09	88
87224	ETTX	909259	02	09	88
87225	ETTX	905068	02	09	88

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Enclosed Tri-Level Superstructures complete with Whitehead & Kales design end doors applied to TTX Flat Cars

RACK ID#		CAR NUMBER	SHP MTH	SHP DAY	SHP YR
87224	ETTX	908105	02	09	88
87227	ETTX	905190	02	10	88
87228	ETTX	801761	02	10	88
87229	ETTX	802228	02	10	88
87230	ETTX	802231	02	10	88
87231	ETTX	802242	02	11	88
87232	ETTX	802283	02	11	88
87233	ETTX	801872	02	11	88
87234	ETTX	802072	02	11	88
87235	ETTX	802004	02	11	88
87161	ETTX	908272	02	12	88
87236	ETTX	802241	02	12	88
87237	ETTX	905110	02	12	88
87238	ETTX	950731	02	12	88
87239	ETTX	902164	02	12	88
87240	ETTX	802281	02	12	88
87241	ETTX	907860	02	15	88
87242	ETTX	802237	02	15	88
87243	ETTX	904514	02	15	88
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87248	ETTX	801836	02	17	88
87249	ETTX	801400	02	17	88
87250	ETTX	802253	02	17	88