

Southern Pacific Transportation Company

RECORDATION NO. 3952-5 Filed 1980

SEP 15 1980-2 10 PM

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SEP 15 1980-2 10 PM

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September 10, 1980

SEP 15 1980-2 10 PM

INTERSTATE COMMERCE COMMISSION

0-259A063

No. SEP 15 1980

Date

Fee \$ 30.00

ICC Washington, D. C.

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed herewith for recording pursuant to 49 U.S.C. Section 11303 are the original and six (6) counterparts of Seventh Supplement to Agreement A, Conditional Sale Agreement and Lease, dated as of April 1, 1980, together with this Company's voucher 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

SEP 15 1 56 PM '80
I.C.C.
FEE OPERATION BR.

for
counterpart 7 ✓

Ms. Agatha L. Mergenovich
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General Description of the Equipment:

204 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.

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, at 2:30 PM.

9660-B: Second Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded February 26, 1979, at 9:15 AM.

9660-C: Third Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded August 8, 1979, at 2:35 PM.

9660-D: Fourth Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded April 22, 1980, at 3:15 PM.

9660-E: Fifth Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded May 22, 1980, at 2:25 PM.

9660-F: Sixth Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded July 21, 1980, at 2:15 PM.

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, at 10:00 AM.

Ms. Agatha L. Mergenovich
September 10, 1980
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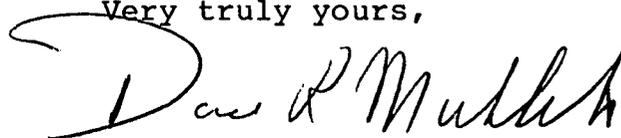
- 3952-B: Second Supplemental Agreement, recorded November 27, 1970, at 2:30 PM.
 - 3952-C: Agreement A, recorded August 28, 1978, at 2:15 PM.
 - 3952-D: Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded November 9, 1978, at 2:30 PM.
 - 3952-E: Second Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded February 26, 1979, at 9:15 AM.
 - 3952-F: Third Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded August 8, 1979, at 2:35 PM.
 - 3952-G: Fourth Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded April 22, 1980, at 3:15 PM.
 - 3952-H: Fifth Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded May 22, 1980, at 2:25 PM.
 - 3952-I: Sixth Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded July 21, 1980, at 2:15 PM.
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, at 10:35 AM.
 - ~~3953~~-B: Lease Amendment No. 1, recorded November 2, 1966, at 2:50 PM.
 - 3953-C: Lease Amendment No. 2, recorded July 17, 1967, at 10:00 AM.
 - 3953-D: Supplemental Agreement, recorded July 17, 1967, at 10:00 AM.
 - 3953-E: Agreement A, recorded August 28, 1978, at 2:15 PM.

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Page Four

- 3953-F: Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded November 9, 1978, at 2:30 PM.
- 3953-G: Second Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded February 26, 1979, at 9:15 AM.
- 3953-H: Third Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded August 8, 1979, at 2:35 PM.
- 3953-I: Fourth Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded April 22, 1980, at 3:15 PM.
- 3953-J: Fifth Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded May 22, 1980, at 2:25 PM.
- 3953-K: Sixth Supplement to Agreement A, Conditional Sale Agreement and Lease, recorded July 21, 1980, at 2:15 PM.

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

Very truly yours,



DAVID R. MUHLITNER
General Attorney

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

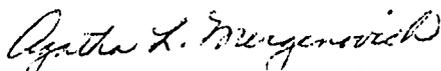
OFFICE OF THE SECRETARY

David R. Muhlitner
Southern Pacific Transportation Co.
One Market Plaza
San Francisco, California 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/15/80 at 2:10PM, and assigned re-
recording number(s). 9660-G, 3952-J, 3953-L., 5274-I, 5275-I,
5804-L, 6532-I

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

9660-67
SEP 15 1980-2:20 PM
INTERSTATE COMMERCE COMMISSION

SEVENTH
SUPPLEMENT TO AGREEMENT A
CONDITIONAL SALE AGREEMENT AND LEASE

3952-5
SEP 15 1980-2:40 PM
INTERSTATE COMMERCE COMMISSION

April 1, 1980

3953-L
SEP 15 1980-2:10 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 March 31, 1980, SPT accepted delivery from EFCC of sixty (60) of the box cars which are the subject of said Agreement A, the CSA, and the Lease. Each of said 60 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 60 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 60 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

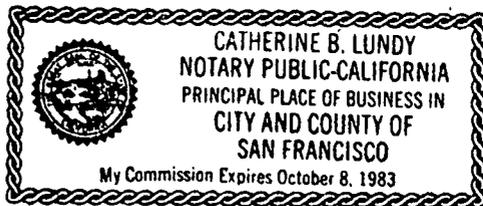
RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT A

<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>
EFCX001059	SP 290056	February 1980
1073	290067	
1107	290097	
1152	290140	
1162	290150	
1353	290319	
1400	290362	
1424	290384	
1515	290467	
1549	290495	
1569	290512	
1618	290557	
1626	290565	
1633	290572	
1641	290580	
1694	290630	
1791	290720	
1886	290806	
2006	290917	
2089	290992	
2100	291002	
2107	291008	
2129	291025	
2143	291039	
2168	291061	
2329	291208	
2452	291321	
2539	291399	
2585	291443	
2636	291491	
2666	291519	
2697	291546	
2820	291657	
2826	291663	
2877	291710	
2889	291721	
3625	292347	
1010	290009	March 1980
1287	290260	
1350	290316	
1357	290323	
1361	290327	
1488	290442	
1663	290599	
1668	290604	
1910	290828	
2153	291047	
2163	291057	
2407	291277	
2508	291372	
2774	291612	
2816	291653	
1090	290082	April 1980
1116	290106	
1297	290270	
1731	290664	
1739	290671	
1984	290897	
2315	291194	
2776	291614	

Total Units = 60

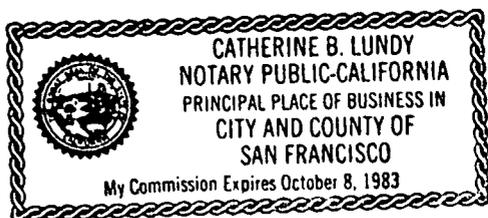
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On the 28th day of August, 1980, 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.



Catherine B. Lundy
Notary Public

On the 28th day of August, 1980, personally appeared C. B. NINES, to me personally known, who being by me duly sworn, says that he is 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.



Catherine B. Lundy
Notary Public