

AMENDMENT NO. 3

FEB 9 - 1981 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT made as of December 31, 1980 amending Lease of Railroad Equipment ("Lease") dated as of July 15, 1966, and previously amended as of September 1, 1966 and June 1, 1967 (as amended, the "Lease") between Evergreen Leasing Corporation ("Lessor") and Evergreen Freight Car Corporation, for whom Southern Pacific Transportation Company was substituted as Lessee as of July 1, 1978 (hereinafter, "Lessee").

The parties agree that anything in Section 2 of the Lease to the contrary notwithstanding, with respect to each unit described on Schedule A-1, attached hereto and made a part hereof, Lessee agrees to pay Lessor the rental shown on said schedule A-1, said payments to commence retroactively on July 20, 1980.

EVERGREEN LEASING CORPORATION

By Bernard Goldman  
PRESIDENT  
Form Approved  
W.S.  
Counsel

Attest:  
E.D. Stammers  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By Robert J. McKean  
Executive Vice President-Finance

Attest:  
J.F. [Signature]  
ASSISTANT SECRETARY

CONSENT

The signature of the undersigned constitutes its  
written consent to the amendment of the Lease.

FIRST PENNSYLVANIA BANK, N.A.

By *P. M. Giuliante*

P. M. GIULIANTE  
SENIOR CORPORATE TRUST OFFICER  
& ASSISTANT SECRETARY

Attest:

*T. A. O'Connell*  
T. A. O'CONNELL  
CORPORATE TRUST OFFICER  
& ASSISTANT SECRETARY

Schedule A-1

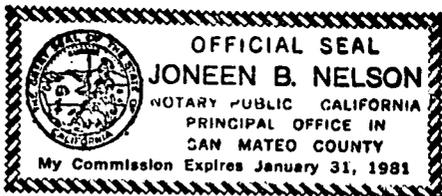
Lease Period (from - to )		Date of Rental Payment	Rental per \$1,000 of Cost per Unit*	
			Monthly Rate	Semiannual Rate
July 1, 1980 - August 1, 1980	July 20, 1980	\$19.65	\$117.90	
August 1, 1980 - February 1, 1981	January 20, 1981	19.40	116.40	
February 1, 1981 - August 1, 1981	July 20, 1981	19.40	116.40	
August 1, 1981 - February 1, 1982	January 20, 1982	19.14	114.84	
February 1, 1982 - August 1, 1982	July 20, 1982	19.14	114.84	
August 1, 1982 - February 1, 1983	January 20, 1983	18.89	113.34	
February 1, 1983 - August 1, 1983	July 20, 1983	18.89	113.34	
August 1, 1983 - February 1, 1984	January 20, 1984	18.63	111.78	
February 1, 1984 - August 1, 1984	July 20, 1984	18.63	111.78	
August 1, 1984 - February 1, 1985	January 20, 1985	18.38	110.28	
February 1, 1985 - August 1, 1985	July 20, 1985	18.38	110.28	
August 1, 1985 - February 1, 1986	January 20, 1986	18.13	108.78	
February 1, 1986 - August 1, 1986	July 20, 1986	18.13	108.78	

\* Units covered have the symbol "SP" and the following numbers (inclusive):

692600-692614; 692616-692617; 692619-692620; 692623-692628; 692630-692641;  
692643-692661; 692663-692668; 692670-692688; 692690-692691; 692693-692699

STATE OF CALIFORNIA )  
 ) ss.  
CITY AND COUNTY OF SAN MATEO )

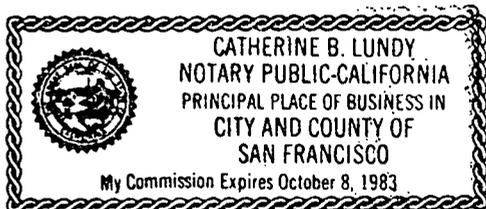
On this 27<sup>th</sup> day of *January*, 1981, before me personally appeared *Bernard Goldman*, to me personally known, who being by me duly sworn, says that he is *President* of Evergreen Leasing Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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.



*Joneen B. Nelson*  
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Notary Public

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

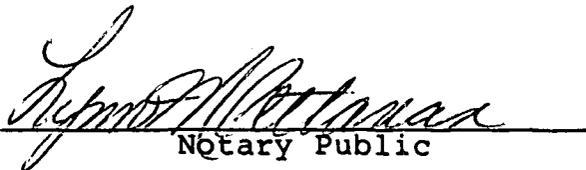
On this *13th* day of *January*, 1981, before me personally appeared *Robert J. McLean*, to me personally known, who being by me duly sworn, says that he is *EVP-Finance* of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said 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

COMMONWEALTH OF PENNSYLVANIA )  
 )  
 ) ss.  
CITY AND COUNTY OF PHILADELPHIA )

On this *4<sup>th</sup>* day of *FEBRUARY*, 1981, before me personally appeared *F.M. GIULIANTE*, to me personally known, who being by me duly sworn, says that She is *SR. CORP. TR. OFFICER* of First Pennsylvania Bank, N.A., 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public  
LYNN M. ATTARIAN  
Notary Public, Phila., Phila. Co.  
My Commission Expires May 3, 1982