

Southern Pacific Transportation Company

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May 5, 1980

RECORDATION NO. 58047
MAY 22 1980 - 2 25 PM
INTERSTATE COMMERCE COMMISSION

No. 1401

Date MAY 22 1980

Fee \$ 10.00

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 three (3) counterparts of Fifth Supplement to Agreement E, dated as of October 1, 1979, together with this Company's voucher in payment of the recording fee.

The following information is set forth in accordance with the Commission's regulations, 49 C.F.R. Part 1116:

Parties to the Transaction:

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

Lessee: Evergreen Freight Car Corporation
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment:

66 50-ft. box cars; AAR Mechanical Designation RB; formerly lettered EFCX and numbered within the series 3638 through 3900, both inclusive, relettered SP and renumbered as set forth therein.

Handwritten signature: Nancy S. Miller

Ms. Agatha L. Mergenovich
May 5, 1980
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Prior Recordations:

Southern Pacific Transportation Company Equipment Trust Agreement Series No. 47, dated as of July 1, 1970, recorded on August 20, 1970, at 2:50 PM, and assigned Recordation No. 5804.

- 5804-A: Sublease of Railroad Equipment dated as of October 1, 1970, recorded on November 9, 1970, at 11:10 AM.
- 5804-B: First Supplement to Equipment Trust Agreement dated as of October 1, 1972, recorded on January 3, 1973, at 11:30 AM.
- 5804-C: Second Supplement to Equipment Trust Agreement dated as of October 1, 1974, recorded on December 23, 1974, at 3:20 PM.
- 5804-D: Agreement E dated as of July 1, 1978, recorded on August 24, 1978, at 2:55 PM.
- 5804-E: Supplement to Agreement E, recorded on November 9, 1978, at 2:30 PM.
- 5804-F: Second Supplement to Agreement E, recorded on February 26, 1979, at 10:05 AM.
- 5804-G: Third Supplement to Agreement E, recorded on August 8, 1979, at 2:35 PM.
- 5804-H: Fourth Supplement to Equipment Trust Agreement, recorded on December 14, 1979, at 4:10 PM.
- 5804-I: Fourth Supplement to Agreement E, recorded on April 22, 1980, at 3:15 PM.

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

Very truly yours,



KAREN ACKERMAN

Enclosures

RECORDATION NO. 5804 Filed 1425

MAY 28 1980 2 21 PM

FIFTH
SUPPLEMENT TO AGREEMENT E
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT, dated as of October 1, 1979, to Agreement E dated as of July 1, 1978, by and between EVERGREEN FREIGHT CAR CORPORATION ("EFCC") and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("SPT"). During the calendar quarter ending September 30, 1979, SPT accepted delivery from EFCC of sixty-six (66) of the box cars which are the subject of said Agreement E. Each of said 66 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 E, the Lease of Railroad Equipment dated as of October 1, 1970, between EFCC and SPT terminated with respect to each of said 66 box cars on the date indicated for such box car on said schedule.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By *Bruce G. McPherson*
Assistant Vice President and Treasurer

Attest: *[Signature]*
Senior Assistant Secretary

EVERGREEN FREIGHT CAR CORPORATION

By *[Signature]*
President and Treasurer

Attest: *[Signature]*
Assistant Secretary

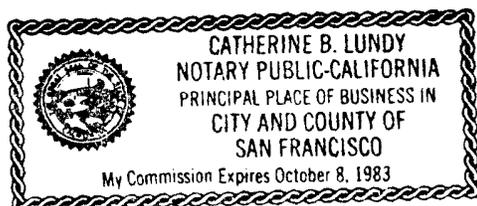
RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT E

<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>
EFCX003660	SP 292382	August 1979
3666	292388	
3707	292427	
3717	292436	
3723	292442	
3747	292465	
3751	292468	
3784	292500	
3793	292509	
3808	292523	
3832	292547	
3836	292551	
3837	292552	
3862	292575	
3656	292378	September 1979
3661	292383	
3663	292385	
3687	292407	
3691	292411	
3692	292412	
3720	292439	
3734	292452	
3768	292485	
3782	292498	
3792	292508	
3794	292510	
3795	292511	
3810	292525	
3814	292529	
3824	292539	
3829	292544	
3850	292564	
3872	292585	
3876	292589	
3881	292594	
3886	292598	
3644	292367	October 1979
3646	292369	
3649	292372	
3653	292375	
3654	292376	
3655	292377	
3658	292380	
3669	292390	
3671	292392	
3673	292394	
3715	292434	
3719	292438	
3722	292441	
3725	292444	
3741	292459	
3743	292461	
3748	292466	
3753	292470	
3761	292478	
3762	292479	
3764	292481	
3772	292489	
3785	292501	
3797	292513	
3809	292524	
3827	292542	
3835	292550	
3844	292558	
3868	292581	
3883	292595	

Total Units = 66

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

On the 20th day of May, 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 20th day of May, 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