

6532-I
SEP 15 1980
COMMERCIAL

Southern Pacific Transportation Company

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September 10, 1980

No. 259A066

Date SEP 15 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 Seventh Supplement to Agreement F, dated as of April 1, 1980, 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:

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

Assignee and Substituted Lessee:

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

General Description of the Equipment:

56

50-ft. box cars; AAR Mechanical Designation RB; formerly lettered EFCX and numbered within the series 3901 through 4400, both inclusive, relettered SP and renumbered as set forth therein.

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21
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SEVENTH
SUPPLEMENT TO AGREEMENT F

SUPPLEMENT, dated as of April 1, 1980, to Agreement F dated as of July 1, 1978, by and among THE COMMONWEALTH PLAN, INC. ("COMMONWEALTH"), EVERGREEN FREIGHT CAR CORPORATION ("EFCC"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("SPT"). During the calendar quarter ending March 31, 1980, SPT accepted delivery from EFCC of twenty-one (21) of the box cars which are the subject of said Agreement. Each of said 21 box cars is identified by its former car number and its current SPT car number on the schedule attached hereto and made a part hereof. In accordance with Agreement F, SPT's rights and obligations under said Agreement F with respect to each of said 21 box cars commenced on the date indicated on said schedule for such box car.

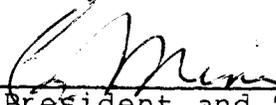
SOUTHERN PACIFIC TRANSPORTATION COMPANY

By 
Assistant Vice President and Treasurer

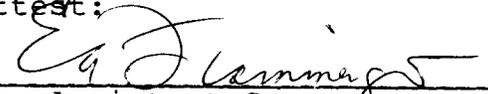
Attest:


Senior Assistant Secretary

EVERGREEN FREIGHT CAR CORPORATION

By 
President and Treasurer

Attest:


Assistant Secretary

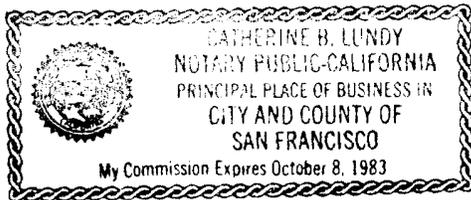
RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT F

<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>
EFCX003902	SP 292613	February 1980
3912	292622	
3941	292650	
3947	292656	
3993	292701	
4057	292763	
4177	292874	
4283	292980	
4315	293012	
4369	293066	
3960	292669	March 1980
3984	292692	
4013	292720	
4068	292774	
4085	292791	
4136	292836	
4165	292863	
4190	292887	
4207	292904	
4164	292862	April 1980
4312	293009	

Total Units = 21

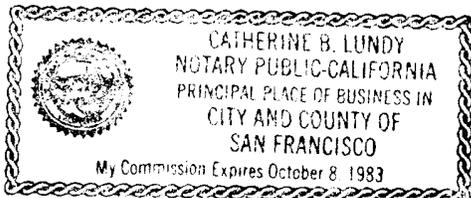
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

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