



THE FIRST NATIONAL BANK OF BOSTON  
BOSTON, MASSACHUSETTS 02110

June 5, 1980

0-162A048

Secretary of Interstate  
Commerce Commission  
Washington, D.C.

RECORDATION NO. 10364-A Filed 1425

Date JUN 10 1980

JUN 10 1980 - 11 25 AM

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

Dear Sir:

We enclose for recording with your office the following:

- 1- Original and two (2) executed counterparts of Rider No. 2 dated as of April 1, 1980, amending the Railroad Equipment Leasing Agreement dated as of January 2, 1979, between The Commonwealth Plan, Inc. as Lessor and Southern Pacific Transportation Company as Lessee.

The referenced Railroad Equipment Leasing Agreement was recorded with your office on May 10, 1979, at 3:25 p.m. as recordation no. 10364-A, and the general description of the equipment covered by said Railroad Equipment Leasing Agreement is as follows:

<u>TYPE</u>	<u>AAR MECHANICAL DESIGNATION</u>	<u>NUMBER OF UNITS</u>	<u>SYMBOL AND NUMBERS</u>	<u>MARKINGS</u>
Used 70 ton ballast hopper cars	MWB	50	SPMW 4150-4199	Southern Pacific Transportation Company and Property of The Commonwealth Plan, Inc., Owner and Lessor.

We also enclose our check in the amount of \$10.00 payable to the Secretary of Interstate Commerce Commission to cover the recordation fee. Would you please return one (1) copy of the recorded document in due course for attention of the undersigned.

Very truly yours

*D. A. Nelson*

(Miss) D. A. Nelson  
Assistant Vice President

Enclosures

CERTIFIED MAIL

RECEIVED  
JUN 10 11 21 AM '80  
I.C.C.  
FEE OPERATION BR.

RIDER NO. 2

JUN 10 1980 - 11 27 AM

INTERSTATE COMMERCE COMMISSION

AGREEMENT dated as of April 1, 1980, amending the Railroad Equipment Leasing Agreement dated as of January 2, 1979, as previously amended by Rider No. 1, between The Commonwealth Plan, Inc. as Lessor and Southern Pacific Transportation Company as Lessee.

The parties hereto agree as follows:

1. Section 1(d) is hereby deleted in its entirety and a new Section 1(d) substituted in its place to read as follows:

"(d) 'Rent' and 'estimated termination value' for each unit of Equipment for each quarter during the lease term of the Equipment will be dollar amounts bearing the same ratios to the quarterly rental and estimated termination value for such quarter set forth in Exhibit 'A' for Equipment the lease term of which is effective prior to April 1, 1980 and in Exhibit 'B' for Equipment the lease term of which is effective on or after April 1, 1980, attached hereto and made a part hereof pertaining to such Equipment as the acquisition cost of such Equipment bears to One Thousand Dollars (\$1,000).

'Rent' for each unit of Equipment for any extension of the lease term shall be an amount for each quarter equal to the then fair rental value of such unit as agreed by Lessor and Lessee."

2. Section 2, as previously amended by Rider No. 1, is hereby further amended by changing the date "March 31, 1980" to "December 31, 1980".

THE COMMONWEALTH PLAN, INC.

Attest:

Dan R. Mullen  
Assistant Secretary

BY

Bernard Bederman  
President

Form Approved  
DPM  
Counsel

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Attest:

J. F. O'Donnell  
ASSISTANT SECRETARY

BY

Bruce G. McPhee  
BRUCE G. MCPHEE, Asst. Vice President and Treasurer

APPROVED:

THE FIRST NATIONAL BANK OF BOSTON

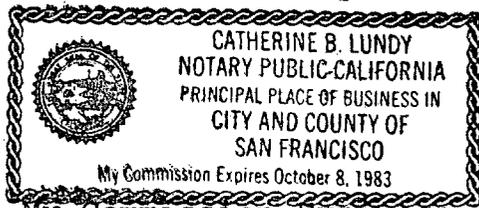
BY D. Q. Nelson ASSISTANT VICE PRESIDENT

GOLDEN STATE SANWA BANK

BY James Alexander  
Assistant Vice President

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

On this... *16th* .....day of... *May* ....., 1980.,  
before me personally appeared... ~~BRUCE G. McPHEE~~ *BRUCE G. McPHEE*, .....  
to me personally known, who, being by me duly sworn, says  
that he is..... *Asst. 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, 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.

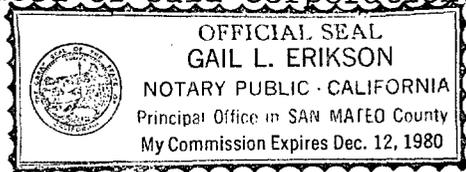


*Catherine B. Lundy*  
.....  
Notary Public

My Commission Expires:  
*October 8, 1983*

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN MATEO )

On this... *19th* .....day of... *May* ....., 1980.,  
before me personally appeared... *Bernard Goldman* .....,  
to me personally known, who, being by me duly sworn, says  
that he is... *President* .....of  
... *The Commonwealth Plan, Inc.* ....., that one  
of the seals 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.



*Gail L. Erikson*  
.....  
Notary Public

My Commission Expires:  
Dec. 12, 1980

EXHIBIT B

Rent and estimated termination values for Equipment having an Acquisition Cost of \$1,000.

Daily Rent for any partial first quarter: \$ 0.38  
 Rent for each of first full 40 quarters: \$46.83

<u>QUARTER</u>	<u>ESTIMATED TERMINATION VALUE (after payment of rent for such quarter)</u>	<u>QUARTER</u>	<u>ESTIMATED TERMINATION VALUE (after payment of rent for such quarter)</u>
1	\$988.17	21	\$641.99
2	975.93	22	617.63
3	963.26	23	592.42
4	950.15	24	566.33
5	936.58	25	539.33
6	922.53	26	511.38
7	907.99	27	482.45
8	892.94	28	452.51
9	877.37	29	421.52
10	861.25	30	389.45
11	844.57	31	356.25
12	827.30	32	321.88
13	809.43	33	286.32
14	790.93	34	249.52
15	771.78	35	211.43
16	751.97	36	172.00
17	731.46	37	131.19
18	710.23	38	88.95
19	688.26	39	45.24
20	665.52	40	0.00

THE COMMONWEALTH PLAN, INC., Lessor

BY Bruce G. McPhee  
 President

SOUTHERN PACIFIC TRANSPORTATION COMPANY,  
 Lessee

BY Bruce G. McPhee  
 BRUCE G. MCPHEE, Asst. Vice President and Treasurer

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/24/80

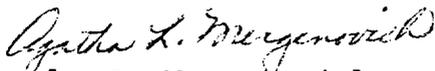
OFFICE OF THE SECRETARY

**(Miss) D.A. Nelson**  
**Assistant Vice President**  
**The First National Bank of Boston**  
**Boston, Massachusetts 02110**

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 **6/10/80** at **11:25am**, and assigned re-  
recording number(s). **10364-D**

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)