

RECORDATION NO.

13685

JUN 29 1982 -12 45 PM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich,
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

2-180A029

JUN 29 1982

60.00

New No. 13685-A
JUN 29 1982 12:45 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 13685-B

JUN 29 1982 -12 45 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Enclosed for recordation under Section 11303(a) of Title 49 of the U.S. Code are the original and two counterparts of an Equipment Lease Agreement dated as of March 1, 1982* This Equipment Lease Agreement is a primary document.

A general description of the railroad maintenance-of-way equipment covered by the enclosed document and intended for use related to interstate commerce is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties to the Equipment Lease Agreement are as follows:

Lessor: MMB Partners
c/o Mitsui Manufacturers Bank
135 East Ninth Street
Los Angeles, California 90015

Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, California 94111

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and one copy of the Equipment Lease Agreement to Gary Green, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$60.00 covering the required recording fee.

A short summary of the enclosed primary document to appear in the Index follows:

Equipment Lease Agreement dated as of March 1, 1982 between MMB Partners, as Lessor, c/o Mitsui Manufacturers Bank, 135 East Ninth Street, Los Angeles, California 90015, and

* together with Acceptance Supplements Nos. 1 and 2 dated June 24, 1982 thereto.

RECEIVED
JUN 29 12:35 PM '82
L. C. OPERATION BR.

Checked for J. J. Reynolds

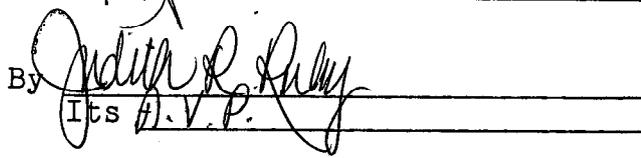
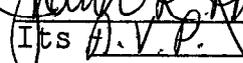
Southern Pacific Transportation Company, as Lessee, One Market Plaza, San Francisco, California 94111 covering railroad maintenance-of-way equipment.

Very truly yours,

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation

By Mitsui Manufacturers Bank,
Its Managing Partner

By 
Its 

By 
Its 

RECORDATION NO. 13685-6
Filed 1982

ACCEPTANCE SUPPLEMENT

JUN 29 1982 - 12 45 PM

Supplement No. 2
Date June 24, 1982

INTERSTATE COMMERCE COMMISSION

THIS ACCEPTANCE SUPPLEMENT is executed pursuant to that certain Equipment Lease Agreement (Lease) dated as of March 1, 1982 between MMB Partners, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation, and Southern Pacific Transportation Company.

The terms used herein shall have the meaning given to such terms in the Lease.

Lessee hereby confirms that the Units described on Schedule A hereto have been delivered as of this date and that the Term of the Lease with respect to such Units shall be as provided in Schedule A and in the Lease and Schedule thereto.

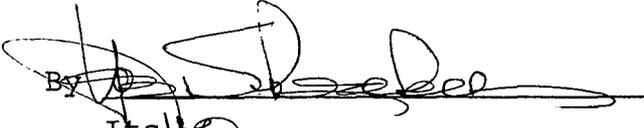
Lessee confirms that, at the time of delivery set forth on Schedule A to this Acceptance Supplement, (a) each Unit has been examined by duly appointed and authorized representatives of Lessee; (b) each Unit was duly accepted by Lessee as a Unit for leasing under the Lease; (c) each Unit became subject to and governed by the terms of the Lease; and (d) Lessee became obligated to pay to Lessor the Quarterly Rent and all other amounts provided for in the Lease and the Schedule with respect to such Units.

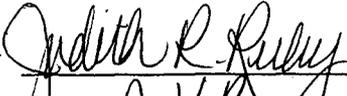
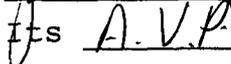
Lessee represents and warrants that (i) the Units covered hereby are new Section 38 property, were not placed in the service or otherwise used prior to delivery and acceptance of such Units under the Lease and (ii) the price stated on each of Manufacturer's invoices covering the Units described on Schedule A is correct.

Lessee further represents and warrants that (i) no default or event which, with the giving of notice or the lapse of time, or both, would become such a default under the Lease has occurred and is continuing; and (ii) the representations and

warranties of Lessee contained in the Lease and any agreement relating thereto are true and correct on and as of the date hereof.

MMB PARTNERS, a California
general partnership acting
pursuant to a Restated and
Amended Partnership Agreement
dated as of December 15, 1981
between Mitsui Manufacturers
Bank and Steiner Financial
Corporation
Mitsui Manufacturers Bank,
Managing Partner

By 
Its 

By 
Its 

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

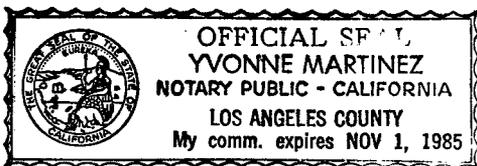
By 
~~ITS~~ FOR VICE PRESIDENT - PURCHASING

Schedule A
 Acceptance Supplement # 2
 Southern Pacific
 Lease Commencement Dated July 1, 1982

<u>Unit No.</u>	<u>Equipment Description</u>	<u>Vendor</u>	<u>Equipment Cost</u>	<u>Rental Payment Quarterly</u>	<u>Term</u>	<u>Serial No.</u>	<u>Location</u>	<u>Invoiced For Sales Tax</u>	<u>Sales Tax Status</u>
65	Huskie Tow Tractor	Pettibone	11,829.74	555.38	6 years	29646	Los Angeles	No	Non-Exempt
66	Huskie Tow Tractor	Pettibone	11,829.74	555.38	6 years	29645	Los Angeles	No	Non-Exempt
77	Narrow Aisle Lift Truck	Eaton	19,523.04	916.57	6 years	380100	Pine Bluff, AR	Yes	Non-Exempt
78	Narrow Aisle Lift Truck	Eaton	20,884.15	980.47	6 years	380105	Oakland	Yes	Non-Exempt
79	Narrow Aisle Lift Truck	Eaton	20,020.53	939.92	6 years	379677	Sacramento	Yes	Non-Exempt
80	Ballest Regulator	Kershaw	59,755.50	2,805.40	6 years	26-1498	Oakland	No	Exempt
81	Lion Liftall	Mustang	26,681.00	1,252.62	6 years	825892	San Antonio, TX	No	Non-Exempt
98	Clark Forklift	Clark	16,506.32	774.94	6 years	IT335-0105-4775	Eugene, OR	Yes	Non-Exempt
99	Clark Forklift	Clark	18,754.40	880.48	6 years	Y335-1149-4324	Eugene, OR	Yes	Non-Exempt
100	Clark Forklift	Clark	18,754.40	880.48	6 years	Y335-076-5090	Eugene, OR	Yes	Non-Exempt

STATE OF California)
COUNTY OF Los Angeles) SS

On this 28th day of June, 1982, before me personally appeared Yee N. Brahe and Judith B. Ruby, to me personally known, who being by me duly sworn, says that they are the Vice President and Assist. Vice President respectively of Mitsui Manufacturers Bank, managing partner of MMB Partners, a California general partnership, that said instrument was signed on behalf of said general partnership by authority of its partners, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said general partnership.



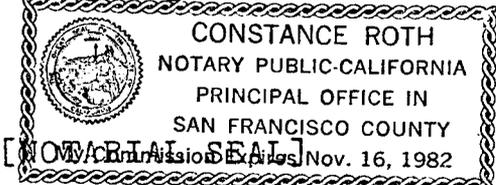
[NOTARIAL SEAL]

Yvonne Martinez
Notary Public

My commission expires:

STATE OF California)
COUNTY OF San Francisco) SS

On this 24th day of June, 1982, before me personally appeared Harry W. Meedon, to me personally known, who being by me duly sworn, says that he is the signing for V.P. Purchasing of SOUTHERN PACIFIC TRANSPORTATION COMPANY, that said instrument was signed 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.



[NOTARIAL SEAL]

Constance Roth
Notary Public

My commission expires: 11/16/82

DUNNS NUMBER
00-514-6502

PETTIBONE CORPORATION

INVOICE
 CREDIT MEMO

4700 W. DIVISION STREET • CHICAGO, ILLINOIS 60651
(312) 772-9300

15902

PETTIBONE CORP. GENERAL OFFICES
 PETTIBONE MERCURY CORPORATION

THE JOHNSTON AND JENNINGS CORP.
 PETTIBONE SPARE PARTS DIVISION

SOLD TO

• LMD PARTNERS
ONE MARKET PLAZA, SPEAR ST. TOWER
ROOM 2510
SAN FRANCISCO, CA 94105

SHIP TO

SOUTHERN PACIFIC TRANSP. CO.
WORK EQUIPMENT MANAGER
1251 SPRING ST.
LOS ANGELES, CALIF

TERMS 1/2% INV. 1ST TO 15TH PAYABLE 25TH - 16TH TO 31ST 10TH PROX. - NET 30

INVOICE DATE 5/17/70	DATE SHIPPED 5/17/70	FROM CHICAGO	FOB CHICAGO	COLL	PPD
CUSTOMER CODE 21	CUSTOMER ORDER NO. 5102-1-0015	DATE	SALES CLASS NO. 6101-06	CAR. INITIALS AND NO.	VIA A.C. TEL.

QUANT. ORDERED	QUANT. SHIPPED	DESCRIPTION	UNIT PRICE	AMOUNT
		PETTIBONE MERCURY MODEL 4-800BT GASOLINE EQUIPMENT 3000 LB TON TRACTORS AS EQUIPMENT SERIAL NO. 29045-29046	17,200.00	22,800.00
			FTT.	1,072.40
				<hr/> 23,659.40

THE ABOVE GOODS WERE PRODUCED IN COMPLIANCE WITH APPLICABLE REQUIREMENTS OF SECTIONS 6, 7, AND 12 OF THE FAIR LABOR STANDARDS ACT AS AMENDED, AND OF REGULATIONS AND ORDERS OF THE UNITED STATES DEPT. OF LABOR ISSUED UNDER SECTION 14 THEREOF.

PLEASE INCLUDE COPY OF INVOICE WITH REMITTANCE.

CUSTOMER'S COPY

Bay Area

(415) 357-4300
2303 MERCED STREET

1280 NORTH 4TH STREET
SAN JOSE, CALIF. 95108
(408) 287-5700

Customer order no. U090-6476613	Req. or contract no.	Date of acknowl. 08/28/81	Our order no. SR110652 TRK. E206661 Batt.	Credit memo no.	Invoice no. 198-050307
Ship to E 2ND AVE & COTTON BELT PINE BLUFF, ARKANSAS					Invoice/cr memo date 03/15/82
Terms: UPON RECPT					Date shipped 00/00/00
Sold to SOPAC 81' C/O D'ACCORD, 12TH FLOOR 300 MONTGOMERY ST. SAN FRANCISCO, CA. 94104					Dun's number
Customer no.: 0117956 Salesman no.:					Make check payable to and remit to: EATON CORPORATION P.O. BOX 45001 SAN FRANCISCO CALIFORNIA 94145

Requested
Shipping

Qty. ordered	Part number/ model designation	Description	Unit price	Qty. back order	Qty. shipped	Amount
		E1 38010				
		0*				
1	380100*	NE030MAN24SS10	16,228.00	0	1	16,228.00
1	AAH1627*	12-145Y11 BATT	2,262.00	0	1	2,262.00
		ARKANSAS TAX				568.63
Sub total						18,490.00
Total						19,523.04
Total Includes		City tax .00	County tax .00	State tax 568.63	Freight 464.41	

WE HEREBY CERTIFY THAT THESE GOODS WERE PRODUCED IN COMPLIANCE WITH ALL APPLICABLE REQUIREMENTS OF SECTIONS 6, 7, AND 12 OF THE FAIR LABOR STANDARDS ACT, AS AMENDED AND OF REGULATIONS AND ORDERS OF THE UNITED STATES DEPARTMENT OF LABOR ISSUED UNDER SECTION 14 THEREOF.

PRIOR TO THE RETURN OF ANY MATERIAL, AUTHORITY FOR SUCH RETURN MUST BE OBTAINED FROM YALE INDUSTRIAL TRUCKS IN THE FORM OF A RETURN AUTHORIZATION REQUEST, FORM NO. 4095, OBTAINABLE UPON REQUEST FROM THE ABOVE ADDRESS.

**Yale Industrial Trucks
Bay Area**

SAN LEANDRO, CALIF. 94577
(415) 357-4300
2303 MERCED STREET

ORIGINAL INVOICE
1280 NORTH 4TH STREET
SAN JOSE, CALIF. 95108
(408) 287-5700

Customer order no. 0093-6475413	Req. or contract no.	Date of acknowl. 08/28/81	Our order no. SR110686	Credit memo no.	Invoice no. 198-050308
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Ship to 721 CEDAR ST. OAKLAND, CA.	Terms: UPON RECPT	Invoice/cr memo date 03/15/82
		Date shipped 00/00/00
		Dun's number

Sold to SOPAC 81' C/O D'ACCORD, 12TH FLOOR 300 MONTGOMERY ST. SAN FRANCISCO, CA. 94104	Customer no.: 0117956 Salesman no.:	S	Make check payable to and remit to: EATON CORPORATION P.O. BOX 45001 SAN FRANCISCO CALIFORNIA 94145

requested
outing

Qty. ordered	Part number/ model designation	Description	Unit price	Qty. back order	Qty. shipped	Amount
1	380105*	NE030MAN24ST09	16,228.00	0	1	16,228.00
1	KAH1007*	12-120Y15 BATT FREIGHT CHG.	1,974.00	0	1	1,974.00
						1,407.53

					Sub total	18,202.00
Total includes	City tax .00	County tax 24.14	State tax 740.48	Freight 1407.53	Total	20,884.15

IN COMPLIANCE WITH ALL APPLICABLE REQUIREMENTS OF SEC-
AND OF REGULATIONS AND ORDERS OF THE UNITED
MUST BE OBTAINED FROM YALE INDUSTRIAL
FORM NO. 4095, OBTAINABLE UPON REQUEST FROM THE

Yale Industrial Trucks
Bay Area

SAN LEANDRO, CALIF. 94577
(415) 357-4300
2303 MERCED STREET

1280 NORTH 4TH STREET
SAN JOSE, CALIF. 95108
(408) 287-5700

Customer order no. 0093-6482713	Req. or contract no.	Date of acknowl. 09/29/81	Our order no. SR110671-TRK	Credit memo no.	Invoice no. 198-050276
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SR110687-Batt.

Invoice/cr memo date
01/13/82

Date shipped
00/00/00

Dun's number

Ship to
SOUTHERN PACIFIC
401 EYE ST.
SACRAMENTO, CA.

Terms: UPON RECPT.

Sold to
SOPAC 81' S
C/O D'ACCORD, 12TH FLOOR
300 MONTGOMERY ST.
SAN FRANCISCO, CA.

Customer no.: 0117956

Salesman no.:

94104

Make check payable to
and remit to:

EATON CORPORATION
P.O. BOX 45001
SAN FRANCISCO
CALIFORNIA

94145

Requested routing
MASON DIXON LINES/PPD

Qty. ordered	Part number/ model designation	Description	Unit price	Qty. back order	Qty. shipped	Amount
1	379677*	NEO30MAN24ST09	16,228.00	0	1	16,228.00
1	KAH1006*	12-120Y15 BATT	1,974.00	0	1	1,974.00
		FREIGHT CHG.				726.41
		SACTO. TAX				182.02
		CALIF. TAX				910.10
						1/28/82

Sub total 18,202.00

Total Includes	City tax .00	County tax 182.02	State tax 910.10	Freight 726.41	Total	20,020.53
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WE HEREBY CERTIFY THAT THESE GOODS WERE PRODUCED IN COMPLIANCE WITH ALL APPLICABLE REQUIREMENTS OF SECTIONS 6, 7, AND 12 OF THE FAIR LABOR STANDARDS ACT, AS AMENDED AND OF REGULATIONS AND ORDERS OF THE UNITED STATES DEPARTMENT OF LABOR ISSUED UNDER SECTION 14 THEREOF.

PRIOR TO THE RETURN OF ANY MATERIAL, AUTHORITY FOR SUCH RETURN MUST BE OBTAINED FROM YALE INDUSTRIAL TRUCKS IN THE FORM OF A RETURN AUTHORIZATION REQUEST, FORM NO. 4095, OBTAINABLE UPON REQUEST FROM THE ABOVE ADDRESS.

KERSHAW

Kershaw Manufacturing Co., Inc.
 Post Office Drawer 9328
 Montgomery, Alabama 36196
 Telephone (205) 263-5581
 Telex 593416

REMIT TO: P.O. BOX 164
 MONTGOMERY, AL. 36196

ORIGINAL DOCUMENT

SOUTHERN PACIFIC TRANS.
 COMPANY
 ENGINEER EQUIPMENT
 OAKLAND, CALIFORNIA

MMB PARTNERS
 ONE MARKET PLAZA
 SAN FRANCISCO, CA 94105

DOCUMENT TYPE	NUMBER
INVOICE NO.	024601-1
NET 10 DAYS	

DATE	KERSHAW ORDER NO.		PA
6-1-82	003268	1	
CUSTOMER NUMBER	CLASS	WHSE.	A
23418	RRD	01	
CUSTOMER PURCHASE ORDER NUMBER			
0800-64-76913			
ACCOUNTS RECEIVABLE CODE			
M. MACHINE SALE			

SPECIAL INSTRUCTIONS	S/O
B/L 2419	

WAREHOUSE OF ORIGIN
F.O.B. MITYLENE, AL

TERMS DUE CHARGES — If this invoice is not paid in 30 days from its date, add 1.5% interest to your remittance for each month or fraction thereof that the invoice is past due.

FREIGHT, TAX AND SPECIAL CHARGES — NET --- NOT SUBJECT TO DISCOUNT

PART NUMBER	DESCRIPTION	CUSTOMER		UNIT	QUANTITY			UNIT PRICE	NET UNIT PRICE	EXTENDED	
		PART NUMBER	LN		ORDERED	SHIPPED	D/O				
	Ballast regulator MODEL #26-2-10, SERIAL #26-1498 ENGINE #6327862				1	1	0	59,755.50	59,755.50	59,755.50	
GROSS MERCHANDISE					FREIGHT CHARGE			TAX (RATE .000)		SPECIAL CHARGE	INVOICE TOTAL
59,755.50					.00			.00		.00	59,755.50

ALL GOODS RETURNED WITHOUT OUR PERMISSION WILL NOT BE ACCEPTED FOR CREDIT. WE ARE NOT RESPONSIBLE FOR LOSS, DAMAGE OR DELAY. ANY CLAIM MUST BE MADE IMMEDIATELY UPON RECEIPT OF GOODS. GOODS CHECKED BY...



INDUSTRIAL EQUIPMENT COMPANY

7607 WALLISVILLE RD. • P.O. BOX 15634 • (713) 672-5400
HOUSTON, TEXAS 77020

Remit to ↗

INVOICE

NO. **TM**

PLEASE SHOW THIS NUMBER ON REMITTANCE ADVICE

CUST. ORD. NO. G784-64-88913	REQUISITION NO.	DATE SHIPPED 2/3/82	INV. DATE 2/22/82	INVOICE NO. M 5607
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S
O
L
D
T
O

MMB Partners
c/o Steiner Financial Corporation
One Market Plaza Suite 2510
San Francisco, CA 94105

S
H
I
P
T
O

Southern Pacific Transportation
1201 E. Sherman
San Antonio, TX

SHIPPED VIA Our Delivery	CUSTOMER NUMBER 87952	F. O. B. Sparks, NV	LC	TERMS Net 10 Days
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QTY.	DESCRIPTION	UNIT PRICE	EXTENSION
1	New Lion Liftall Rough Terrain Truck Model L60D S/N 825892 Basic capacity - 6,000# @ 24" load center John Deere Diesel Engine 4 speed mechanical transmission Standard mast Maximum fork height 120" Lowered fork height 96.5" Free lift 12" 48" pallet forks High flotation tires Back up alarm Overhead guard Grammer suspension seat		\$25,731.00

NOTICE: IN CONSIDERATION OF THE SALE OF GOODS AND/OR SERVICES BY MUSTANG INDUSTRIAL EQUIPMENT COMPANY, I (OR WE) HEREBY AGREE TO PAY YOU FOR SAME AT YOUR OFFICE IN HOUSTON, HARRIS COUNTY, TEXAS AND SHOULD ANY LEGAL ACTION OR JUDICIAL PROCEEDINGS BE REQUIRED, I (OR WE) HEREBY AGREE THAT VENUE SHALL BE IN HOUSTON, HARRIS COUNTY, TEXAS. IT IS FURTHER AGREED THAT INTEREST FROM MATURITY SHALL BE 10% PER ANNUM, TOGETHER WITH REASONABLE ATTORNEY'S FEES IF PLACED IN THE HANDS OF AN ATTORNEY FOR COLLECTION.	FREIGHT	950.00
	TAX	EXEMPT
	TOTAL	\$26,681.00

RECEIVED BY



CLARK EQUIPMENT COMPANY

NATIONAL ACCOUNT BRANCH
INDUSTRIAL TRUCK DIVISION
BATTLE CREEK, MICHIGAN 49016

REMIT TO:

CLARK EQUIPMENT CO.
P.O. BOX 93395
CHICAGO, ILL. 60670

RECEIVED JAN - 7 1982

No. 24994

SHIP TO Southern Pacific
L.A.,
CA

SOLD TO Southern Pacific #81
C/O D'ACCORD INCORPORATED
San Francisco, CA 94104

DATE OF ORDER 22 Oct 81	DATE OF INVOICE 31 Dec 81
CUSTOMER P.O. NO. E712-64-85713	OUR P.O. NO. 1872
DATE SHIPPED 12/81	F.O.B. BC
VIA Clarklift of L.A.	PREPAID COLLECT
SALESMAN Veargason	SR./ER. NO. 264574
TERMS: 30 DAYS FROM DATE OF INVOICE	

LOS ANGELES COUNTY

QUANTITY	DESCRIPTION	UNIT PRICE	AMOUNT
1	Clark Model IT 40 forklift truck 123" Std. 49" Carriage 48" LBR 40" Forks Painted Orange MODEL NO. IT 40 SERIAL NO. IT 355 0105 4775 12/30/81		15,572.00

THIS IS TO CERTIFY THAT THIS MERCHANDISE HAS BEEN PRODUCED IN ACCORDANCE WITH THE FAIR LABOR STANDARDS ACT OF 1938 AS AMENDED, AND ANY REGULATIONS AND ORDERS ISSUED THEREUNDER. FREIGHT TO BE BILLED LATER

24994

MAKE	MODEL	SERIAL NO.	TOTAL SALE	
			15,572	00
			FREIGHT CHARGES	
			SALES TAX	
			6%	
			004048	934 32
			SUB-TOTAL	16,506 32
			LESS TRADE	
			TOTAL	16,506 32

602101

CLARK EQUIPMENT

NATIONAL ACCOUNT BRANCH
INDUSTRIAL TRUCK DIVISION
BATTLE CREEK, MICHIGAN 49914

CLA
P.O. BOX 93395
CHICAGO, ILL. 60670

RECEIVED JAN - 7 1982

No. 24999

SHIP TO Southern Pacific
Eugene,
OR

SOLD TO SOPAC 81
C/O D'ACCORD INC.
300 Montgomery St., 12 Floor
San Francisco, CA 94194

DATE OF ORDER 14 Oct 81	DATE OF INVOICE 31 Dec 81
CUSTOMER P.O. NO. 0093-64-82313	OUR P.O. NO. 1873 & 1874
DATE SHIPPED 12/81	F.O.B. BC
VIA Clarkklift of Oregon	PREPAID COLLECT
SALESMAN Veargason	SR./ER. NO. 264703
TERMS: 30 DAYS FROM DATE OF INVOICE	

QUANTITY	DESCRIPTION	UNIT PRICE	AMOUNT
2	Clark Model C 500 YS 60 forklift trucks 124" Std. 41" Carr. 48" LBR 42" Forks Painted Green MODEL NO. C 500 YS 60 SERIAL NO. Y 335-076,5090 & Y 355-1149-4324	18,754.40	37,508.80

FREIGHT TO BE BILLED LATTER

THIS IS TO CERTIFY THAT THIS MERCHANDISE HAS BEEN PRODUCED IN ACCORDANCE WITH THE FAIR LABOR STANDARDS ACT OF 1938 AS AMENDED, AND ANY REGULATIONS AND ORDERS ISSUED THEREUNDER.

24999

MAKE	MODEL	SERIAL NO.	TOTAL SALE		
					37,508.80
			FREIGHT CHARGES		
			SALES TAX		
			TAX	036360	
			SUB-TOTAL		37,508.80
			LESS TRADE		
			TOTAL		37,508.80

602112