

RECORDATION NO. 13685-N Filed 1425

\$ 20

RECORDATION NO. 13685-M Filed 1425

DEC 27 1982 12 10 PM

13685-M

DEC 27 1982 12 10 PM

INTERSTATE COMMERCE COMMISSION
3512023

13685-N

INTERSTATE COMMERCE COMMISSION

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

No. DEC 27 1982

Date

Fee \$ 20.00

ICC Washington, D. C.

Re: Southern Pacific 82-1

RECEIVED
DEC 27 12 06 PM '82
FEE OPERATION BR.
I.C.C.

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 each of Acceptance Supplement No. 11 dated December 27, 1982 and Acceptance Supplement No. 10 dated December 27, 1982 executed pursuant to an Equipment Lease Agreement dated as of March 1, 1982, as amended by the First Amendment dated as of November 5, 1982 (collectively the "Lease") each between Southern Pacific Transportation Company, as lessee, and MMB Partners, as lessor, which is the primary document for these Acceptance Supplements. These Acceptance Supplements are secondary documents; their primary document was filed on June 29, 1982 at 12:45 P.M. and assigned recordation no. 13685.

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

The names and addresses of the parties to these documents 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 documents and has knowledge of the matters set forth therein.

Please return the original and one counterpart of each of these documents to Ms. Janice Wajda, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$20.00 covering the required recording fee.

Counterpart for ST. Kopylov

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

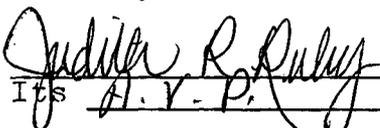
Acceptance Supplement No. 11 dated December 27, 1982 and Acceptance Supplement No. 10 dated December 27, 1982, both executed pursuant to the Equipment Lease Agreement dated as of March 1, 1982, as amended by the First Amendment dated as of November 5, 1982, each between MMB Partners, as Lessor, c/o Mitsui Manufacturers Bank, 135 East Ninth Street, Los Angeles, California 90015, and 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 A.P.

By  _____
Its A.V.P.

LESSOR

13685-N

New Equipment

RECORDATION NO. 13685-N
FILED 1428

ACCEPTANCE SUPPLEMENT

DEC 27 1982 - 12 10 P.M.

No. 11

INTERSTATE COMMERCE COMMISSION

Date of Acceptance _____

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 Unit described on Schedule A hereto has been delivered as of this date and that the Term of the Lease with respect to such Unit 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) such Unit has been examined by duly appointed and authorized representatives of Lessee; (b) such Unit was duly accepted by Lessee as a Unit for leasing under the Lease; (c) such 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 Unit.

Lessee represents and warrants that the Unit covered hereby is new Section 38 property and was not placed in the service or otherwise used prior to delivery and acceptance of such Unit under the Lease.

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 [Signature]
Its _____

By [Signature]
Its _____

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By [Signature]
Its VICE PRESIDENT - PURCHASING

Cal-375 Ack. Individual (Rev. 6-82)

Staple
Staple

STATE OF CALIFORNIA

COUNTY OF Los Angeles } SS.

On this the 23rd day of December 1982, before me, the undersigned Notary Public, in and for said County and State, personally appeared Yoe N. Inaba - Vice Pres. & Judith R. Ruby - Ass T. U. P.

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) are subscribed to the within, instrument, and acknowledged that they executed the same.

Yvonne Martinez



FOR NOTARY SEAL OR STAMP



STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On this ____ day of _____, 1982, before me personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of STEINER FINANCIAL CORPORATION, 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.

Notary Public

[NOTARIAL SEAL]

My commission expires:

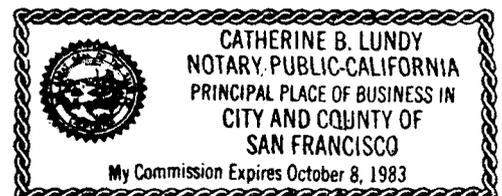
STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On this 22 day of December, 1982, before me personally appeared D.K. ROSE, to me personally known, who being by me duly sworn, says that he is the _____ 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.

Catherine B. Lundy
Notary Public

[NOTARIAL SEAL]

My commission expires: October 8, 1983



Attachments to
Acceptance Supplement #11
Southern Pacific
Interim Funding
December 27, 1982

Commencement date January 1, 1983

Acceptance Supplement Unit No.	Equipment Description	Vendor	Equipment Cost	Rental Payment Quarterly	Term	Serial No.	Location	Invoiced For Sales Tax	Sales Tax Status	P.O. Number	Co.
10/181	Rhino Tractor	Louis Heller	\$47,638.87	\$2,236.55	6 yrs.	1H9H3CA8XCF027023	L.A., CA	Yes	Non-Exempt	R-1272-64-10213	
10/182	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA81CF027024	L.A., CA	Yes	Non-Exempt	R-1272-64-10213	
10/183	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA83CF027025	L.A., CA	Yes	Non-Exempt	R-1272-64-10213	
10/184	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA86CF027026	L.A., CA	Yes	Non-Exempt	R-1272-64-10213	
10/185	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA87CF027027	L.A., CA	Yes	Non-Exempt	R-1272-64-10213	
10/186	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA89CF027028	Port., OR	Yes	Non-Exempt	R-1272-64-10213	
10/187	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA80CF027029	Port., OR	Yes	Non-Exempt	R-1272-64-10213	
10/188	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA87CF027030	Memph., TN	Yes	Non-Exempt	R-1272-64-10213	
10/189	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA89CF027031	Memph., TN	Yes	Non-Exempt	R-1272-64-10213	
10/190	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA80CF027032	Memph., TN	Yes	Non-Exempt	R-1272-64-10213	
10/191	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA86CF027035	Roseville, CA	Yes	Non-Exempt	R-1272-64-10213	
10/192	"	"	47,638.87	2,236.55	6 yrs.	1H9H3CA88CF027036	Roseville, CA	Yes	Non-Exempt	R-1272-64-10213	
10/193	"	"	47,638.87	2,236.55	6 yrs.	1H9H3EA84CF027053	L.A., CA	Yes	Non-Exempt	R-1272-64-10213	
10/194	"	"	47,638.87	2,236.55	6 yrs.	1H9H3DA80CF027056	L.A., CA	Yes	Non-Exempt	R-1272-64-10213	

Equipment Cost
Acceptance Supplement #11: \$666,944.21 \$31,311.77

Equipment Cost
Acceptance Supplement #10: 444,291.64 20,818.59
\$449,599.74 21,107.80

Total Equipment Cost: \$1,116,543.95 \$52,419.57

1,111,235.85 52,130.36