



THE FIRST NATIONAL BANK OF BOSTON

BOSTON, MASSACHUSETTS 02110

RECORDATION NO. 117670 Filed 1425

September 18, 1981

SEP 21 1981 12 40 PM

INTERSTATE COMMERCE COMMISSION

Secretary of Interstate
Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

RECORDATION NO. 11767 No. 1-264A-20
Filed 1425 SEP 21 1981

SEP 21 1981 12 40 PM
INTERSTATE COMMERCE COMMISSION
Washington, D. C.

Gentlemen:

We enclose for recording with your office an original, one (1) executed counterpart and one (1) certified copy of Individual Leasing Records No. 12 and 13 dated September 1, 1981, under Leasing Agreement dated May 1, 1980.

The Master Leasing Agreement between

The Commonwealth Plan, Inc. - Lessor
Southern Pacific Transportation Company - Lessee

was recorded with your office on May 6, 1980, at 3:05 p.m. as recordation No. 11767.

The general description of the equipment covered by the Individual Leasing Record is as follows:

<u>ILR NO.</u>	<u>TYPE</u>	<u>AAR MECHANICAL DESIGNATION</u>	<u>NO. OF UNITS</u>
12	Rapid discharge open-top hopper cars	SP 481150 - 481166; 481200 - 481253.	71
13	Double stack five-unit articulated container flat cars	SP 513327 and 513330	2

We also enclose our check in the amount of \$20.00 payable to the Secretary of Interstate Commerce Commission to cover the recordation fee. Please return original recorded document in due course to the attention of the undersigned.

Very truly yours

D. A. Nelson
(Miss) D. A. Nelson
Vice President

Enclosures

cc: The Commonwealth Plan, Inc.

Paul Joyner
Paul Joyner

SEP 21 12 43 PM '81

INDIVIDUAL LEASING RECORD

DO NOT
USE THIS SPACE

Effective Date of Lease
September 1, 1981

I.L.R. No. 12	<input checked="" type="checkbox"/> NEW <input type="checkbox"/> USED		VENDOR Ortner Freight Car Co.	
Make of Equipment	Model Year	Model	Engine No.	Serial (V.I.D.) No.

TYPE OF EQUIPMENT OR OTHER DETAILS **Seventy-one (71) rapid discharge open-top hopper cars lettered SP and numbered 481150 through 481166 and 481200 through 481253**

To be registered for highway use: Yes No Location of Equipment CITY _____ COUNTY _____ RECORDATION NO. 11767 FILED 1485 DATE SEP 21 1981 12:30 PM

FOR FEDERAL USE TAX ON HIGHWAY MOTOR VEHICLES:			
NET WEIGHT	NO. OF AXLES	CATEGORY (Letter from Form 2290)	(1) Equipment \$ _____
			(2) Body \$ _____
			(3) Other Charges \$ _____
			Acquisition Cost (1+2+3) \$2,898,765.18

Replacing New ILR Revising Date of Original ILR or Last Revision _____

PERIOD IN MONTHS FOR FULL AMORTIZATION 90 MONTHLY AMORTIZATION FIGURE \$ 32,208.50

Monthly rent: For 90 months commencing the first day of September 1981 equals the monthly amortization figure plus an amount computed as provided in the Leasing Agreement. Such rate is subject to periodic adjustments if so provided in the Leasing Agreement.

Unit to be fully amortized on last day of February 1989

Monthly rent for each month after fully amortized equals whichever of the following is provided in the Leasing Agreement:
A) _____ % of the original acquisition cost or B) \$ FMV per month.

IF GENERAL ELECTION FOR INVESTMENT CREDIT IN FORCE, COMPLETE THIS SECTION

If property subject to investment credit? Yes or No _____ (If yes, complete the following)
Date on which possession of this property is transferred to Lessee _____

If fair market value on such date is the same as acquisition cost check here or state fair market value on such date. \$ _____

USEFUL LIFE CATEGORY (Check One)			LESS THAN 3 YEARS
3 YEARS OR MORE BUT LESS THAN 5 YEARS <input type="checkbox"/>	5 YEARS OR MORE BUT LESS THAN 7 YEARS <input type="checkbox"/>	7 YEARS OR MORE <input checked="" type="checkbox"/>	<input type="checkbox"/>

The undersigned Lessor hereby leases to the undersigned Lessee, and the Lessee acknowledges delivery to it in good condition of, the Equipment, with related equipment, described in the above Individual Leasing Record. The Lessee agrees to pay the rent set forth above. The covenants, terms and conditions of this lease are those appearing in the Leasing Agreement between the undersigned Lessor and Lessee dated May 1, 1980, which covenants, terms and conditions are hereby incorporated by reference.

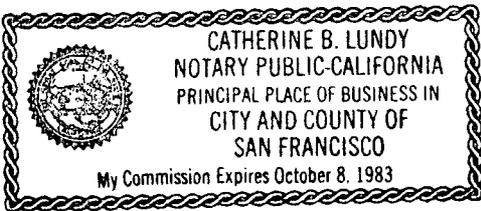
The Commonwealth Plan, Inc. Lessor Southern Pacific Transportation Company Lessee
By [Signature] Authorized Signature By [Signature] Authorized Signature

A TRUE COPY
THE FIRST NATIONAL BANK OF BOSTON
ORIGINAL MAIL TO LESSOR [Signature] **VICE PRESIDENT**
Authorized Official

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

SS:

On this 10th day of September, 1981, before me 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 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.



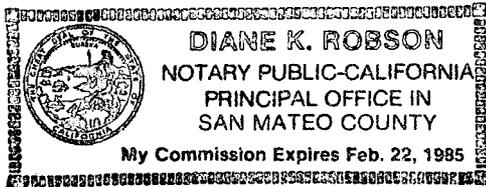
Catherine B. Lundy
Notary Public

My Commission Expires:
October 8, 1983

STATE OF CALIFORNIA
COUNTY OF SAN MATEO

SS:

On this 11th day of September, 1981, before me personally appeared D. J. Stock, to me personally known, who, being by me duly sworn, says that he is Asst. Controller, of Commonwealth Plan Inc., 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.



Diane K. Robson
Notary Public

My Commission Expires: Feb. 22, 1985