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WASHINGTON, D. C.
20006

RECORDATION NO. 14293

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March 16, 1984 INTERSTATE COMMERCE COMMISSION

MAR 16 1984 - 2 25 PM

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RECORDATION NO. FILE 1425

MAR 16 1984 - 2 25 PM

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Mr. Bayne:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are three fully executed counterparts each of 1) Lease Agreement dated as of September 26, 1983, a primary document, and 2) Lease Assignment dated as of March 1, 1984, a secondary document.

A general description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed documents are:

- Lessor/
Assignor: Greenbrier Leasing Corporation
503 High Street
P.O. Box 568
Oregon City, Oregon 97045
- Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, California 94105
- Assignee: James-Furman & Company
503 High Street
P.O. Box 568
Oregon City, Oregon 97045

The undersigned is agent for the Assignee for the purpose of submitting the enclosed documents for filing and recordation.

Handwritten signature: J. H. Bayne

No. 4-076A095
Date MAR 16 1984
Fee \$ 50.00
ICC Washington, D. C.

RECORDATION BR.
MAR 16 2 25 PM '84

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
March 16, 1984
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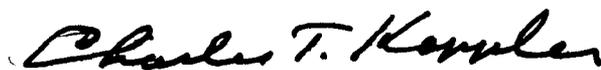
Kindly return the stamped copies of the enclosed documents not needed for your records to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$50 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed primary and secondary documents to appear in the Commission's Index is as follows:

Lease Agreement dated as of September 26, 1983 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee; and Lease Assignment dated as of March 1, 1984 from Greenbrier Leasing Corporation, Assignor, to James-Furman & Company covering one hundred fifty (150) railcars bearing road numbers SP 800000 through SP 800149, both inclusive.

Very truly yours,


Charles T. Kappler

S C H E D U L E A

65 42-foot, 100-ton railcars, bearing road numbers SP800000 through SP800064, inclusive;

35 52-foot, 100-ton railcars, bearing road numbers SP800065 through SP800099, inclusive; and

50 James-Furman railcars, bearing road numbers SP800100 through SP800149.

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INTERSTATE COMMERCE COMMISSION

LEASE AGREEMENT

1. This Lease Agreement is made and entered into as of September 26, 1983, by and between Southern Pacific Transportation Company, a Delaware corporation, and Greenbrier Leasing Corporation, a Delaware corporation.

2. Greenbrier Leasing Corporation agrees to lease to Southern Pacific Transportation Company and Southern Pacific Transportation Company agrees to and does hereby lease from Greenbrier Leasing Corporation the following:

65 42-foot, 100-ton railcars, bearing road numbers SP800000 through SP800064, inclusive;

35 52-foot, 100-ton railcars, bearing road numbers SP800065 through SP800099, inclusive; and

50 James-Furman railcars, bearing road numbers SP800100 through SP800149.

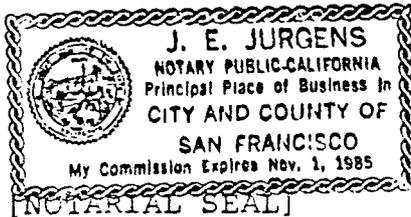
3. The terms and provisions of this Lease Agreement are more particularly set forth in a Railroad Equipment Lease Agreement dated as of the 26th day of September, 1983, by and between Southern Pacific Transportation Company and Greenbrier Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

SS:

On this 6th day of March, 1984,
before me personally appeared D. M. MOHAN,
to me personally known, who being by me duly sworn, says
that he is EXECUTIVE V.P. of SOUTHERN PACIFIC TRANSPORTATION
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 instru-
ment was the free act and deed of said corporation.



[Signature]
Notary Public

My commission expires:

STATE OF OREGON)
COUNTY OF CLACKAMAS)

SS:

On this 3rd day of March, 1984,
before me personally appeared Norriss M. Webb,
to me personally known, who being by me duly sworn, says
that he is Vice President of GREENBRIER LEASING 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.

[Signature]
Notary Public

[NOTARIAL SEAL]

My Commission expires: 6-8-85

caused this Lease Agreement to be duly executed as of the
date first above written.

GREENBRIER LEASING CORPORATION,
a Delaware Corporation

By Norris M. Webb
Its VICE PRESIDENT

SOUTHERN PACIFIC TRANSPORTATION

By M. Adon
Its EXEC. V.P.