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LAW OFFICES

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RECORDATION NO. 14293-B
FILE NO. 200

JUN 7 1988-2 24 PM
TELEPHONE
AREA CODE 202
393-2266

INTERSTATE COMMERCE COMMISSION
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*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

RECORDATION NO. 14293-C
FILE NO. 14293

JUN 7 1988-2 24 PM
June 7, 1988

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-159A115
Date JUN 7 1988
Fee \$ 26.00

Dear Ms. McGee:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed copies each of 1) a Memorandum of Amendment to Railroad Equipment Lease dated as of December 21, 1987 and 2) an Assignment of Lease Amendment dated as of December 21, 1987, both secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The enclosed documents relate to the Lease Agreement dated as of September 26, 1983, which was duly filed and recorded on March 16, 1984 under Recordation Number 14293.

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

- Lessor/Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035
- Lessee: Southern Pacific Transportation
Company
One Market Plaza
San Francisco, California 94105
- Assignee: James-Furman & Company
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

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Quantity

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
June 7, 1988
Page Two

A description of the railroad equipment covered by the enclosed documents is:

65 42 foot, 100-ton railcars marked and numbered SP 800000 through SP 800064, both inclusive.

85 52 foot, 100-ton railcars marked and numbered SP 800065 through SP 800149, both inclusive.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return two stamped copies of each of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

Memorandum of Amendment to Railroad Equipment Lease dated as of December 21, 1987 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee; and Assignment of Lease Amendment dated as of December 21, 1987 from Greenbrier Leasing Corporation to James-Furman & Company, covering 150 railroad cars, SP 800000 - SP 800149.

Very truly yours,

Charles T. Kappler
Charles T. Kappler

Enclosures

14293-B

REGISTRATION NO. 14293-B FILING DATE

JUN 7 1988 2 24 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF AMENDMENT TO RAILROAD EQUIPMENT LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY ("LESSEE")

DECEMBER 21, 1987

Memorandum of Amendment to a Railroad Equipment Lease dated September 26, 1983 (the "Lease") made and entered into as of December 21, 1987 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation, ("Lessee").

WHEREAS, Lessor and Lessee entered into the Lease for the lease of 150 gondola cars; and

WHEREAS, Lessor and Lessee have amended the Lease by Amendment to Railroad Lease Agreement dated December 21, 1987, of which this document is a memorandum.

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor the following railcars:

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 52-foot, 100-ton railcars, bearing road numbers SP800100 through SP800149.

2. The Amendment to Railroad Lease Agreement shall be effective as of the December 21, 1987 and shall be subject to the Primary Term, as defined in the Lease, as amended.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, Vice President

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: E. J. Morrisey
AVP - Fleet Management.

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 27th day of May 1988, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 10th day of May 1988, before me personally appeared E. J. MORRISSEY, to me personally known, who being by me duly sworn, says that he is ANP-FREIGHT MANAGEMENT of Southern Pacific Transportation Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

James P. Micocci
NOTARY PUBLIC

My commission expires:

~~~~~  
JAMES P. MICOCCI  
NOTARY PUBLIC-CALIFORNIA  
SAN FRANCISCO COUNTY OF  
SAN FRANCISCO  
Commission Expires Jan. 29, 1991  
~~~~~  
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