

5-032A044

14428-E

\$ 10

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

FEB 1 1985
RECORDATION NO. 14428-E
FEB 1 1985 12 55 PM
10.00 INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Enclosed for recordation under the provisions of Section 11303 of Title 49 of the U.S. Code are the original and five counterparts of Acceptance Supplement No. 5 to the Equipment Lease Agreement dated as of February 1, 1985. Acceptance Supplement No. 5 is a secondary document.

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 1 attached to this letter and made a part hereof.

The names and addresses of the parties to Security Agreement Supplement No. 5 are as follows:

Lessor: The Connecticut National Bank,
as Trustee under Southern
Pacific Transportation
Company Trust No. 84-1
777 Main Street
Hartford, Connecticut 06115
Attention: Bond and Trust Department

Lessee: Southern Pacific Transportation
Company
One Market Plaza
San Francisco, California 94105
Attention: Vice President and
Treasurer

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

Please return the original and any extra copies of Acceptance Supplement No. 5 not needed by the Commission for recordation to Elizabeth L. Majers, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

A short summary of the enclosed secondary document to appear in the Index is as follows:

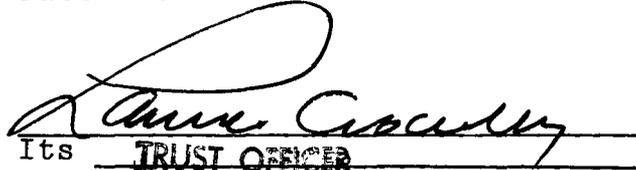
CT. Koppeler

C

Acceptance Supplement No. 5 to the Equipment Lease Agreement between The Connecticut National Bank, as Trustee under Southern Pacific Transportation Company Trust No. 84-1, as Lessor, 777 Main Street, Hartford, Connecticut 06115, Attention: Bond and Trust Department and Southern Pacific Transportation Company, as Lessee, One Market Plaza, San Francisco, California 94105, Attention: Vice President and Treasurer covering railroad maintenance-of-way equipment.

Very truly yours,

THE CONNECTICUT NATIONAL BANK,
as Trustee under Southern
Pacific Transportation Company
Trust No. 84-1

By 

its TRUST OFFICER

Enclosures

Please note that this Acceptance Supplement No. 4 relates to an Equipment Lease Agreement dated as of July 15, 1984 and an Acceptance Supplement No. 1 dated as of September 24, 1984 both filed with the Interstate Commerce Commission on September 20, 1984 and assigned Recordation Numbers 14428 and 14428-A and Acceptance Supplement No. 2 dated as of October 25, 1984 filed on October 25, 1984 and assigned Recordation Number 14428-B and Acceptance Supplement No. 3 dated as of November 26, 1984 filed on November 23, 1984 and assigned Recordation Number 14428-C, and Acceptance Supplement No. 4 dated as of December 27, 1984 filed on December 27, 1984 and assigned Recordation Number 14428-D.

Interstate Commerce Commission
Washington, D.C. 20423

2/1/85

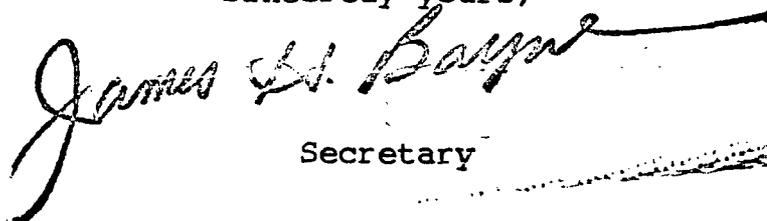
OFFICE OF THE SECRETARY

Elizabeth L. Majers, Esq. }
Chapman & Cutler
11 West Monroe St.
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/1/85 at 12:55pm and assigned re-
recording number (s). 14428-E & 14429-F

Sincerely yours,


Secretary

Enclosure(s)

ACCEPTANCE SUPPLEMENT

RECORDATION NO. 14428-E
FILED 1985

FEB 1 1985 12 15 PM

Supplement No. 5
Date February 1, 1985
INTEGRATE COMMERCE COMMISSION

THIS ACCEPTANCE SUPPLEMENT is executed pursuant to that certain Equipment Lease Agreement dated as of July 15, 1984 between THE CONNECTICUT NATIONAL BANK, not individually but solely as Owner Trustee under a Trust Agreement dated as of July 15, 1984 for the benefit of NCNB Lease Investments, Inc., a North Carolina 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 has been duly accepted by Lessee as a Unit for leasing under the Lease; (c) such Unit is subject to and governed by the terms of the Lease; and (d) Lessee is obligated to pay to Lessor the Quarterly Rent and all other amounts provided for in the Lease and Schedule A with respect to such Unit.

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

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

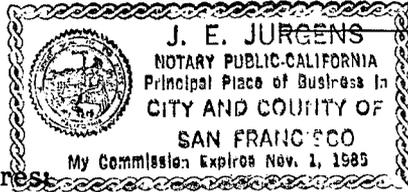
By H. W. Alford
Its GENERAL PURCHASING
MANAGER-SYSTEM

STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On this 28 day of January, 1985, before me personally appeared H.W. Meardon, to me personally known, who being by me duly sworn, says that he is the Gen. Mgr. Sys. 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]

My commission expires



J. Jurgens
Notary Public

Purchase Order No. : 00-00028-F-13(EAC#0800)

Description: Model 6200 automatic trackliner

Identification No. : To be furnished.

Manufacturers Serial No. : 142444

Vendor or Manufacturer: Jackson Jordan, Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$126,269.93

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-1

Purchase Order No. : 00-00028-F-13(EAC#0800)

Description: Model 6200 automatic trackliner

Identification No. : To be furnished.

Manufacturers Serial No. : 142445

Vendor or Manufacturer: Jackson Jordan, Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$123,434.45

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-2

Purchase Order No. : 00-00018-F-13(EAC#0800)

Description: Freight charges for tie
remover inserter Model
TR-1 - Ref. #4-11

Identification No. : To be furnished.

Manufacturers Serial No. : 5580304

Vendor or Manufacturer: Tamper Div. of Cannon Corp.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$3,753.60

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-3

Purchase Order No. : 00-00018-F-13(EAC#0800)

Description: Freight charges for tie
remover inserter Model
TR-1 - Ref. #4-12

Identification No. : To be furnished.

Manufacturers Serial No. : 5580284

Vendor or Manufacturer: Tamper Div. of Cannon Corp.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$3,753.60

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-4

Purchase Order No. : 00-00018-F-13(EAC#0800)

Description: Freight charges for tie
remover inserter Model
TR-1 - Ref. #4-13

Identification No. : To be furnished.

Manufacturers Serial No. : 5580274

Vendor or Manufacturer: Tamper Div. of Canron Corp.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$3,753.60

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-5

Purchase Order No. : 00-00018-F-13(EAC#0800)

Description: Freight charges for tie
remover inserter Model
TR-1 - Ref. #4-14

Identification No. : To be furnished.

Manufacturers Serial No. : 5580294

Vendor or Manufacturer: Tamper Div. of Cannon Corp.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$3,753.60

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-6

Purchase Order No. : 00-00021-F-13(EAC#0800)

Description: Freight charges for on-track
brushcutter Model 32-7
Ref. #4-118

Identification No. : To be furnished.

Manufacturers Serial No. : 32-132-84 Eng. #6VA-132881

Vendor or Manufacturer: Kershaw Manufacturing Co. Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$5,032.00

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-7

Purchase Order No. : 00-00024-F-13(EAC#0800)

Description: Freight charges for tie injector Model 39-2-1 Ref. #4-122

Identification No. : To be furnished.

Manufacturers Serial No. : 39-335-84 Eng. #4D-205913

Vendor or Manufacturer: Kershaw Manufacturing Co. Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$2,464.80

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-8

Purchase Order No. : 00-00021-F-13(EAC#0800)

Description: Freight charges for on-track
brushcutter Model 32-7
Ref. #4-119

Identification No. : To be furnished.

Manufacturers Serial No. : 32-133-84 Eng. #6VA-132881

Vendor or Manufacturer: Kershaw Manufacturing Co. Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$2,464.80

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-9

Purchase Order No. : 00-00021-F-13(EAC#0800)

Description: Freight charges for rail
saw Model 22-2-1
Ref. #4-124

Identification No. : To be furnished.

Manufacturers Serial No. : 22-111-84 Eng. #6809111

Vendor or Manufacturer: Kershaw Manufacturing Co. Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$1,041.60

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-10

Purchase Order No. : 00-00021-F-13(EAC#0800)

Description: Freight charges for rail
saw Model 22-2-1
Ref. #4-125

Identification No. : To be furnished.

Manufacturers Serial No. : 22-112-84 Eng. #6809112

Vendor or Manufacturer: Kershaw Manufacturing Co. Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$1,041.60

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-11

Purchase Order No. : 00-00050-F-13(EAC#0800)

Description: Freight charges for rail
saw Model 22-2-1
Ref. #4-123

Identification No. : To be furnished.

Manufacturers Serial No. : 22-110-84 Eng. #6809110

Vendor or Manufacturer: Kershaw Manufacturing Co. Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$1,041.60

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-12

Purchase Order No. : 00-00115-F-13(EAC#E772)

Description: Fr. chgs. for Pettibone
Mercury Model 30T gas tow
tractor Ref. #4-148

Identification No. : To be furnished.

Manufacturers Serial No. : 29732

Vendor or Manufacturer: Pettibone Corporation

Location: 2800 Kerr Street
Los Angeles, CA 90039

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$702.00

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-13

Purchase Order No. : 00-00115-F-13(EAC#E772)

Description: Fr. chgs. for Pettibone Mercury Model 30T gas tow tractor Ref. #4-147

Identification No. : To be furnished.

Manufacturers Serial No. : 29731

Vendor or Manufacturer: Pettibone Corporation

Location: 2800 Kerr Street
Los Angeles, CA 90039

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$702.00

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-14

Purchase Order No. : 00-00115-F-13(EAC#E772)

Description: Fr. chgs. for Pettibone Mercury Model 30T gas tow tractor Ref. #4-146

Identification No. : To be furnished.

Manufacturers Serial No. : 29730

Vendor or Manufacturer: Pettibone Corporation

Location: 2800 Kerr Street
Los Angeles, CA 90039

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$702.00

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-15

Purchase Order No. : 00-00115-F-13(EAC#E772)

Description: Fr. chgs. for Pettibone Mercury Model 30T gas tow tractor Ref. #4-145

Identification No. : To be furnished.

Manufacturers Serial No. : 29729

Vendor or Manufacturer: Pettibone Corporation

Location: 2800 Kerr Street
Los Angeles, CA 90039

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$702.00

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-16

Purchase Order No. : 00-00114-F-13(EAC#E772)

Description: Fr. chgs. for Pettibone Mercury Model 30T gas tow tractor Ref. #4-144

Identification No. : To be furnished.

Manufacturers Serial No. : 29726

Vendor or Manufacturer: Pettibone Corporation

Location: 2800 Kerr Street
Los Angeles, CA 90039

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$702.00

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-17

Purchase Order No. : 00-00030-F-13(EAC#0800)

Description: Fr. chgs. for Portec/RMC
one-piece tie remover/
inserter Ref. #3-124

Identification No. : 91RD

Manufacturers Serial No. : TKO-624

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 29, 1984

Lessor's Cost: \$4,600.40

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-18

Purchase Order No. : 00-00029-F-13(EAC#0800)

Description: Fr. chgs. for Portec/RMC
spike setter-driver
with gauger Ref. #1-28

Identification No. : 447RD

Manufacturers Serial No. : SZ-948

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 17, 1984

Lessor's Cost: \$2,342.40

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-19

Purchase Order No. : 00-00029-F-13(EAC#0800)

Description: Fr. chgs. for Portec/RMC
spike setter-driver
with gauger Ref. #1-27

Identification No. : 446RD

Manufacturers Serial No. : SZ-947

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 17, 1984

Lessor's Cost: \$2,342.40

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No. : 5-20