



THE FIRST NATIONAL BANK OF BOSTON
BOSTON, MASSACHUSETTS 02110

No. **0-224A020**

Date AUG 11 1980

August 7, 1980

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. 11345-B Filed & Recorded

AUG 11 1980 - 9 40 AM

INTERSTATE COMMERCE COMMISSION

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

ATTN: Mrs. Mildred Lee

Gentlemen:

We enclose for recording with your office an original and two (2) executed counterparts of Rider No. 1 amending the Railroad Equipment Leasing Agreement dated as of January 10, 1980, between The Commonwealth Plan, Inc., as Lessor and Southern Pacific Transportation Company as Lessee.

The Railroad Equipment Leasing Agreement between

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

was recorded on January 10, 1980, at 1:35 p.m. by the Interstate Commerce Commission and assigned Recordation No. 11345.

The description of the equipment covered by the above said leasing agreement is as described on the attached Schedule A.

We also enclose our check in the amount of \$10.00 payable to the Secretary of Interstate Commerce Commission to cover the recordation fee. Would you please return the original recorded document for attention of the writer as soon as possible.

Very truly yours

(Miss) D. A. Nelson
Assistant Vice President

FEE OPERATION BR.
I.C.C.

AUG 11 9 33 AM '80

RECEIVED

Enclosures

RAILROAD EQUIPMENT LEASED TO
SOUTHERN PACIFIC TRANSPORTATION COMPANY
BY THE COMMONWEALTH PLAN, INC.
RAILROAD EQUIPMENT LEASING AGREEMENT
DATED AS OF JANUARY 10, 1980

5 - 1200 H.P. Diesel Switching Locomotives Price per unit:
AAR Mechanical Designation DB \$144,500.00

Identifying marks SP 2272 - 2276 inclusive

229 - 70-ton Flat Cars Price per unit:
AAR Mechanical Designation FC \$9,500.00

Identifying marks		SP	520317 - 520342	
SP 520012 - 520013	} inclusive		520344 - 520347	} inclusive
520015 - 520017			520349 - 520362	
520169 - 520182			520364 - 520372	
520184 - 520201			520374 - 520383	
520203 - 520243			520385 - 520386	
520245 - 520266			520388 - 520395	
520268 - 520278			520397 - 520401	
520280 - 520282			520403 - 520404	
520285 - 520315			520406 - 520409	

591 - 70-ton Mechanical Refrigerator Cars Price per unit:
AAR Mechanical Designation RPL \$33,000.00

Identifying marks		SPFE	453213 - 453250	
SPFE 452825 - 452840	} inclusive		453252 - 453255	} inclusive
452843 - 452864			453257 - 453259	
452866 - 452892			453261	
452894 - 452918			453263 - 453275	
452920 - 452923			453278 - 453280	
452925 - 452926			453283 - 453300	
452928 - 453001			453302 - 453311	
453003 - 453012			453313 - 453316	
453014 - 453020			453318 - 453324	
453022 - 453023			453326 - 453327	
453025			453329 - 453336	
453027 - 453046			453338 - 453347	
453048 - 453061			453349 - 453350	
453063 - 453066			453352 - 453360	
453068 - 453086			453362 - 453379	
453088 - 453093			453381 - 453403	
453095 - 453108			453405 - 453410	
453110 - 453116			453412 - 453417	
453118 - 453168			453419 - 453450	
453170 - 453179			453452 - 453458	
453181 - 453203		453460		
453205 - 453211		453462		

SCHEDULE A

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY
The First National Bank Of Boston
(Miss) D. A. Nelson
Boston, Massachusetts 02110

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 **8/11/80** at **9:40am**, and assigned re-
recording number (s) **11345-1**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

AUG 11 1980 -9 40 PM

RIDER NO. 1

INTERSTATE COMMERCE COMMISSION

AGREEMENT made as of June 1, 1980, amending the Railroad Equipment Leasing Agreement dated as of January 10, 1980, between The Commonwealth Plan, Inc., as Lessor and Southern Pacific Transportation Company as Lessee.

The parties hereto agree as follows:

1. Section 1(a) is amended by adding the following sentence at the end thereof: "Equipment shall also mean accessions and improvements to the Equipment described in Schedule A."

2. Section 2 is amended by adding the following sentence after the first sentence thereof: "In addition, Lessor shall lease to Lessee accessions and improvements to Equipment at any time prior to July 1, 1981, in an amount not to exceed \$2,100,000."

3. Section 4 is amended by adding the following language thereto:

"The term of the lease of each unit of Equipment which is an accession or improvement to other Equipment shall be for a period beginning with the effective date thereof and ending on the last day of the term of the lease of such other unit of Equipment. The monthly amortization figure for any unit of Equipment which is an accession or improvement shall be determined according to the number of full months in such period."

Attest:

Ch Brown
Assistant Secretary

THE COMMONWEALTH PLAN, INC.,
Lessor

By Bernard Goodman
President

Form Approved
Counsel

Attest:

J. F. [Signature]
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY, Lessee

By Robert J. McLean
ROBERT J. McLEAN, Executive Vice President-Finance

APPROVED:

THE FIRST NATIONAL BANK OF BOSTON

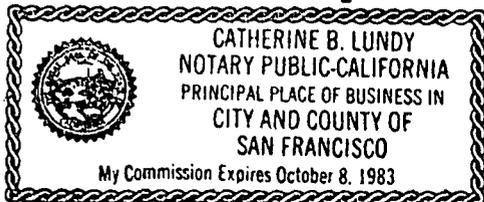
By [Signature]
ASSISTANT VICE PRESIDENT

SWISS BANK CORPORATION

By [Signature]
H. Surber Vice President B. Marquart Asst. Treasurer

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this...1st.....day of.....July....., 19.80.,
before me personally appeared...Robert J. McLean.....,
to me personally known, who, being by me duly sworn, says
that he is Executive Vice President - Finance.....of
Southern Pacific Transportation Company....., that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed 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.

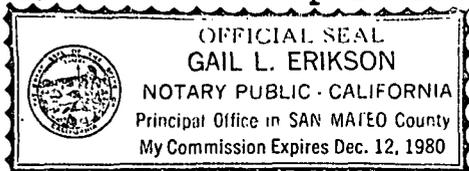


Catherine B. Lundy
Notary Public

My Commission Expires: *Oct. 8, 1983*

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN MATEO)

On this...*17th*.....day of...*JULY*....., 19.80.,
before me personally appeared...*BERNARD GOLDMAN*.....,
to me personally known, who, being by me duly sworn, says
that he is...*PRESIDENT*.....of
...*The Commonwealth Plan, Inc.*....., that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed 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.



Gail L. Erikson
Notary Public

My Commission Expires:
Dec. 12, 1980.