



THE FIRST NATIONAL BANK OF BOSTON  
BOSTON, MASSACHUSETTS 02110

October 3, 1980

0-280A144

RECORDATION NO. 11345 C  
Filed 1425

OCT 6 1980

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

OCT 6 1980 - 4 20 PM

Date OCT 6 1980  
Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

CC Washington, D. C.

Gentlemen:

We enclose for recording with your office an original and two (2) executed counterparts of Additional Supplement #1 dated September 29, 1980, under Leasing Agreement dated January 10, 1980.

The Master Leasing Agreement between

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

was recorded with your office on January 10, 1980, at 1:35 p.m. as recordation no. 11345.

The general description of the equipment covered by said Additional Supplement is as follows:

Accessions and improvement costs to the Equipment consisting of the Flat Cars described on Schedule A attached hereto and made a part hereof. Each Flat Car is a Unit.

We also enclose our check in the amount of \$50.00 payable to the Secretary of Interstate Commerce Commission to cover the recordation fee. Would you please return original recorded document in due course for attention of the undersigned.

Very truly yours

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

RECEIVED  
OCT 6 4 25 PM '80  
I.C.C.  
OPERATION BR.

Enclosures

cc: The Commonwealth Plan, Inc.

*County Clerk*  
*James L. ...*

Schedule A to  
Individual Leasing Record  
Dated as of September 29, 1980

Rehabilitated 70-Ton Flat Cars, AAR Mechanical Designation FC

Identifying Marks	SP	520329
SP 520389		520282
520177		520304
520236		520235
520216		520238
520375		520175
520290		520184
520335		520234
520342		520352
520394		520368
520211		520225
520178		520331
520243		520185
520179		520267
520245		520193
520252		520248
520288		520233
520354		520277
520407		520336
520297		520362
520345		520305
520287		520302
520187		520298
520270		520346
520200		520365
520296		520208
520318		520262
520372		520253
520392		520199
520181		520278

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/6/80

OFFICE OF THE SECRETARY

**Dorothy A.E. Nelson**  
**Assistant Vice President**  
**The First National Bank Of Boston**  
**Box 2016**  
**Boston, Mass. 02106**  
Dear

**Ms. Nelson:**

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on \_\_\_\_\_ at \_\_\_\_\_, and assigned re-  
recording number (s) **10/6/80** **4:30pm**

**11345-C**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

This writing has been assigned to The First National Bank of Boston as security for a loan in which Swiss Bank Corporation, San Francisco Office, 120 Montgomery St., 22nd Floor, San Francisco, CA 94104, is a major loan participant with said Bank.

RECORDATION NO. 11345-C Filed 10/6/80

OCT 6 1980 -4 20 PM

INTERSTATE COMMERCE COMMISSION

Additional Supplement No. 1  
To Railroad Equipment Leasing Agreement  
dated as of January 10, 1980 between  
The Commonwealth Plan, Inc. as Lessor and  
Southern Pacific Transportation Company as Lessee

INDIVIDUAL LEASING RECORD

Effective date of Lease: September 29, 1980

Vendor: Southern Pacific Transportation Company

Equipment: Accessions and improvement costs to the Equipment consisting of the Flat Cars described on Schedule A attached hereto and made a part hereof. Each Flat Car is a Unit.

Per Unit Acquisition Cost of Accessions and Improvements: \$13,000.00

Number of Units: 59

Total Acquisition Cost of Accessions and Improvements: \$767,000.00

Number of months in amortization period: 112

Monthly amortization figure: \$6,848.21

Rent and amortized value of equipment are computed as set forth in the Railroad Equipment Leasing Agreement between the undersigned Lessor and Lessee dated as of January 10, 1980.

The Equipment is to be fully amortized on the last day of January, 1990.

This Additional Supplement supplements the Railroad Equipment Leasing Agreement between the undersigned Lessor and Lessee, dated as of January 10, 1980, heretofore amended by Rider No. 1 dated as of June 1, 1980. The undersigned Lessor hereby leases to Lessee, and Lessee acknowledges delivery to it in satisfactory condition of, the equipment described above. The Lessee agrees to pay the rent set forth above. The covenants, terms and conditions of this lease are those appearing in said Railroad Equipment Leasing Agreement which covenants, terms and conditions are hereby incorporated by reference.

THE COMMONWEALTH PLAN, INC., Lessor

SOUTHERN PACIFIC TRANSPORTATION COMPANY, Lessee

By *DP Brown*

By *Robert J. McLean*

Title Senior Vice President & Controller

Title Executive Vice President-Finance

(corporate seal)

(corporate seal)

(acknowledgement)

(acknowledgement)

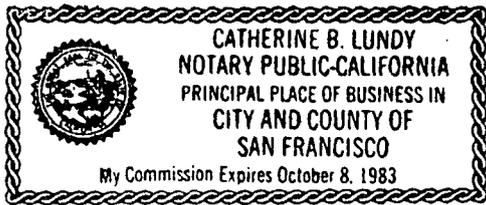
Schedule A to  
Individual Leasing Record  
Dated as of September 29, 1980

Rehabilitated 70-Ton Flat Cars, AAR Mechanical Designation FC

Identifying Marks	SP
520389	520329
520177	520282
520236	520304
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520296	520365
520318	520208
520372	520262
520392	520253
520181	520199
	520278

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

On this 30th day of September, 1980,  
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:  
October 8, 1983

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

On this 30th day of September, 1980,  
before me personally appeared E. P. Browne,  
to me personally known, who, being by me duly sworn, says  
that he is Senior Vice President & Controller of The Common-  
wealth Plan, Inc., that one of the seals affixed to the fore-  
going 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:  
December 12, 1980