

RECORDATION NO. 11345-E FILED 1981

RIDER NO. 2 AUG 6 1981 - 2 25 PM
INTERSTATE COMMERCE COMMISSION

AGREEMENT made as of July 1, 1981 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 2 is amended by striking out the date "July 1, 1981" and substituting in its place the date "September 1, 1981" in the second sentence as added by Rider No. 1.

THE COMMONWEALTH PLAN, INC.
Lessor

By Mr. Browne
Senior Vice President

Form Approved
Counsel

Attest:
Robert A. Fella
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY, Lessee

By Robert J. McKeen
Executive Vice President - Finance.

Attest:
A. F. O'Hannell
Assistant Secretary

APPROVED:

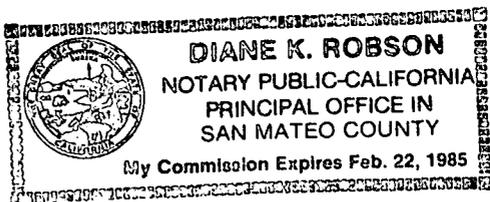
THE FIRST NATIONAL BANK OF BOSTON
By W. Q. Wilson
VICE PRESIDENT

SWISS BANK CORPORATION
By H. Surber
H. Surber
Vice President

By O. Kopfli
O. Kopfli
Asst. Manager

STATE OF CALIFORNIA)
COUNTY OF SAN MATEO) SS:

On this 29th day of July, 1981, before me personally appeared E. P. BROWNE, to me personally known, who, being by me duly sworn, says that he is Senior Vice 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.

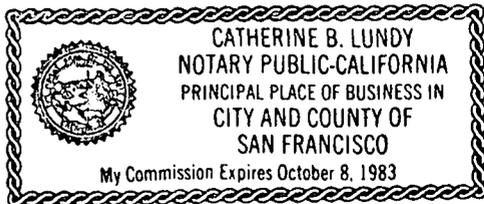


Diane K. Robson
Notary Public

My Commission Expires: Feb. 22, 1985

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) SS:

On this 29th day of July, 1981, 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