



RAILBOX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

THOMAS D. MARION
TREASURER

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

REGISTRATION NO. 8252-F FILED 1996
March 1, 1996
MAR 4 - 1996 4:05 PM
INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N. W.
Washington, DC 20423

Dear Mr. Williams:

Submitted herewith for filing and recordation under 49 U. S. C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Lease Extension Agreement dated as of January 19, 1996, a secondary document supplementing the Lease of Railroad Equipment dated January 1, 1983.

Parties to this transaction are as follows:

Railbox Company (Lessor)
101 North Wacker Drive
Chicago, IL 60606

Union Pacific Railroad Company (Lessee)
Martin Tower
Eighth & Eaton Avenues
Bethlehem, PA 18018

The equipment covered by the documents consists of 50'6" 70-ton capacity general service boxcars (550 units covered in the 1983 Lease).

Enclosed is our check in the amount of \$21.00 to cover filing fees.

Mr. Vernon A. Williams
March 1, 1996
Page Two

Prior recordations pertaining to this Lease Extension Agreement are as follows:

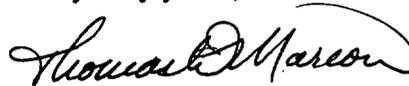
- (1) Conditional Sale Agreement dated as of March 15, 1976, recorded on March 30, 1976, recordation number 8252.
- (2) Agreement and Assignment dated as of March 15, 1976, recorded on March 30, 1976, recordation number 8252-A.
- (3) Lease of Railroad Equipment dated as of January 1, 1983, recorded on January 18, 1983, recordation number 8252-B.
- (4) Assignment of Lease and Agreement dated as of January 1, 1983, recorded on January 18, 1983, recordation number 8252- C.
- (5) Lease Extension Agreement dated as of January 21, 1991, recorded on March 8, 1991, recordation number 8252-D.

A short summary of this Lease Extension Agreement to appear in the Index is as follows:

“Lease Extension Agreement dated as of January 19, 1996, covering the extension of the Lease of general service boxcars for a one-year period commencing on July 1, 1996.”

Once the filing has been made, please retain one copy and return the remaining three (3) stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mkh
Enclosures

P.S. Please call Jane Wilhelm at (312) 984-3841 as soon as these Agreements are recorded, advising her of the recordation numbers, dates and times. Thank you very much.

Copy

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

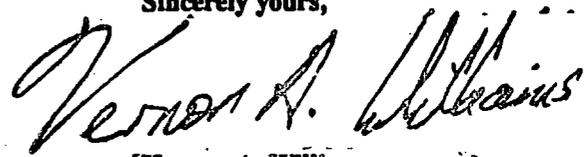
3/ 4/96

Thomas D. Marion
RailBox Company
101 North Wacker Drive
Chicago, Illinois 60606

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 3/4/96 at 4:35PM, and assigned recordation number(s). 8252-F and 8254-G.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature Janice M. Fort

LEASE EXTENSION AGREEMENT

8252-F
FILED 4/19/96
MAR 4 - 1996 4:32 PM
INTERSTATE COMMERCE COMMISSION

LEASE EXTENSION AGREEMENT, dated as of the 19th day of January, 1996, by and between Union Pacific Railroad Company, a Utah corporation (hereinafter called the "Lessee"), and Railbox Company, a Delaware corporation (hereinafter called the Lessor).

WITNESSETH:

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment, dated as of January 1, 1983 (as amended, extended, or supplemented to and including the date hereof, the "Lease"), which Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on January 18, 1983, at 2:40 p.m. under recordation numbers 8252 and 8254; and

WHEREAS, the Lessor and the Lessee desire to further extend the term of the Lease in accordance with Section 13 thereof.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and conditions herein contained, and for other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the Lessor and the Lessee hereby agree as follows:

1. Capitalized terms used herein and not defined shall have the respective meanings ascribed to such terms in the Lease.

2. The Lessor and the Lessee hereby extend the term of the Lease in respect of all, but not fewer than all, of the Units covered by the Lease, for a one-year period commencing on July 1, 1996, at a rental payable in two (2) semi-annual payments in arrears, payable on the first day of January and July in each year commencing January 1, 1997 to and including July 1, 1997, each in an amount equal to \$1,620 for each of the Units subject to the Lease.

3. The Casualty Value of each Unit as of the payment date on which payment is to be made as aforesaid shall be 20 % of the Purchase Price of such Unit.

4. Except as expressly extended and modified by the terms hereof, the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

UNION PACIFIC RAILROAD COMPANY

By: C. R. Eide
Title: Vice President-Purchasing

(CORPORATE SEAL)

Attest:

C. W. Saylor
Title:

RAILBOX COMPANY

By: Thomas Marion
Title: Treasurer

(CORPORATE SEAL)

Attest:

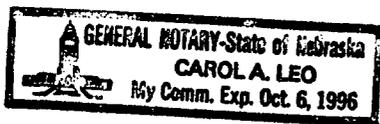
A. J. Barton
Title: Assistant Secretary

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

SS.:

On this 14th day of February, 1996, before me personally appeared C. R. Eisele, to me personally known, who, being by me duly sworn, says that ~~he~~ she is Vice President-Purchasing, of Union Pacific Railroad, 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol A. Leo
Notary Public



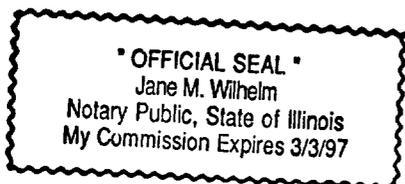
(SEAL)

My Commission Expires: October 6, 1996

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS.:

On this 22 day of January, 1996, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that (s)he is Treasurer, of Railbox 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane M. Wilhelm
Notary Public

(SEAL)

My Commission Expires: 3/03/97