

0-163A030

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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WASHINGTON, D. C. 20005-4006

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June 12, 1990

The Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 14060-B FILED 1425
JUN 12 12 45 PM '90
REGISTRATION UNIT
INTERSTATE COMMERCE COMMISSION

Dear Secretary McGee:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are an original and three counterparts of Lease Extension Agreement, dated as of April 20, 1990, by and between Missouri Pacific Railroad Company (successor in interest to American Rail Box Car Company) (hereinafter "Lessee") and United States Trust Company of New York, as Trustee (hereinafter "Lessor") under a Trust Agreement, dated as of March 1, 1975 with General Electric Capital Corporation (successor in interest to General Electric Credit Corporation), as owner. This Lease Extension Agreement, a secondary document, relates to that certain Lease of Railroad Equipment between Lessee and Lessor, dated as of January 1, 1983, and recorded under Recordation No. 14060 on June 17, 1983. An Assignment of Lease and Agreement, dated as of January 1, 1983, was also recorded on June 17, 1983 under Recordation No. 14060-A.

It is my understanding that the recordation numbers to be assigned to this new document, as described in the proceeding paragraph, is: 14060-B.

The names and addresses of the parties to the enclosed Lease Extension Agreement are as follows:

LESSOR: United States Trust Company of New York
Attn: Corporate Trust and Agency Div.
21st Floor - 45 Wall Street
New York, New York, 10005

LESSEE: Missouri Pacific Railroad Company
1414 Dodge Street
Omaha, Nebraska 68179

Handwritten signatures:
Noreta R. McGee
C. A. M. [unclear]

DONELAN, CLEARY, WOOD & MASER, P. C.
The Honorable Noreta R. McGee
June 12, 1990
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A general description of the railroad equipment covered by the enclosed documents is attached hereto as Schedule I.

Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or to the bearer hereof.

Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Lease Extension Agreement dated as of April 20, 1990, relating to Lease of Railroad Equipment, dated as of January 1, 1983, recorded under Recordation No. 14060, between Missouri Pacific Railroad Company ("Lessee") and United States Trust Company of New York, as Trustee ("Lessor"), relating to nine hundred sixty four (964) 50'6" 70-ton Rolle box cars, bearing Lessee's identification marks "MP" and numbers: 356700-357687, but excluding the following casualty cars no longer under lease: 356764, 356848, 356960, 357148, 357385, 356736, 356745, 356872, 356892, 356967, 357052, 357068, 357136, 357186, 357206, 357208, 357265, 357336, 357410, 357419, 357528, 357543, 357626, 357638.

Respectfully submitted,

By: 

JOHN K. MASER III
Attorney-In-Fact

004/FS
Enclosures
286-6

Interstate Commerce Commission
Washington, D.C. 20423

6/12/90

OFFICE OF THE SECRETARY

John K Maser III
Donelan, Cleary, Wood & Maser
1275 K St. N.W. Suite 850
Washington, D.C. 20005-4006

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 6/12/90 at 12:45 PM, and assigned recordation number(s). 14060-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 14060-B FILED 1425
APR 12 1990 - 12 45 PM
INTERSTATE COMMERCE COMMISSION

LEASE EXTENSION AGREEMENT

THIS LEASE EXTENSION AGREEMENT, dated as of the 20th day of April, 1990, by and between MISSOURI PACIFIC RAILROAD COMPANY, a DELAWARE corporation and the successor in interest to American Rail Box Car Company, as Lessee (hereinafter called the "Lessee"), and UNITED STATES TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (hereinafter called the "Lessor") under a Trust Agreement dated as of March 1, 1975 (hereinafter called the "Trust Agreement") with GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation and the successor in interest to General Electric Credit Corporation, as owner:

W I T N E S S E I H :

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment, dated as of January 1, 1983 (as amended 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 June 17, 1983, at 3:20 p.m. under recordation number 14060; and

WHEREAS, the Lessor and the Lessee desire to 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 five-year period commencing on July 1, 1990, at a rental payable in ten (10) semi-annual payments, payable on the first day of January and July in each year commencing January 1, 1991 to and including July 1, 1995, each in an amount equal to 2.37846464% of the Purchase Price of the Units subject to the Lease, rounded upwards to the nearest cent.

3. The Casualty Value of each Unit as of the payment date on which payment is to be made as aforesaid shall be that percentage of the Purchase Price of such Unit as is set forth in Schedule A hereto opposite such date.

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.

MISSOURI PACIFIC RAILROAD COMPANY

By: 
Title: _____




Title: ASST. Secretary

UNITED STATES TRUST COMPANY OF
NEW YORK, as Trustee

By: 
LOUIS P. YOUNG
ASSISTANT VICE PRESIDENT

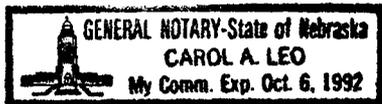
[CORPORATE SEAL]

Attest:


Title: CHRISTINE C. COLLINS
Assistant Secretary

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) ss.:

On this 20th day of April, 1990, before me personally appeared D. H. Rettinger, to me personally known, who, being by me duly sworn, says that (s)he is AVP-Purchasing of MISSOURI PACIFIC RAILROAD 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.



Carol A. Leo
Notary Public

[SEAL]

My Commission Expires: October 6, 1992

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

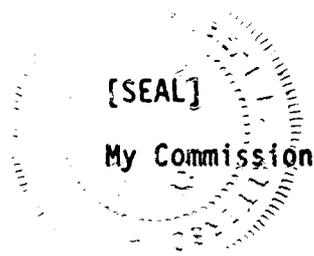
On this 3rd day of May, 1990, before me personally appeared LOUIS YOUNG, to me personally known, who, being by me duly sworn, says that (s)he is ASST. VICE PRESIDENT of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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.

Robert E. Patterson III
Notary Public

ROBERT EARLY PATTERSON III
NOTARY PUBLIC, State of New York
No. 4784543
Qualified in Suffolk County
Commission Expires October 31, 1991

[SEAL]

My Commission Expires: _____



SCHEDULE A

| <u>Date</u> | <u>Percentage</u> |
|-----------------|-------------------|
| July 1, 1990 | 39.500 |
| January 1, 1991 | 37.702 |
| July 1, 1991 | 35.872 |
| January 1, 1992 | 34.016 |
| July 1, 1992 | 32.134 |
| January 1, 1993 | 30.225 |
| July 1, 1993 | 28.288 |
| January 1, 1994 | 26.322 |
| July 1, 1994 | 24.328 |
| January 1, 1995 | 22.305 |
| July 1, 1995 | 20.000 |

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