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RECORDATION NO. 5730 FILED 1425

FEB -1 1994 -12 40 PM

INTERSTATE COMMERCE COMMISSION

February 1, 1994

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of a Letter to the Commission, dated January 28, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Lease Agreements between Southern Pacific Transportation Company and Pacific Fruit Express previously filed with the Commission under Recordation Numbers 3435 and 5730. Please file a copy of the Letter under each of these Recordations.

The name and address of the party of the enclosed document are:

Lessor: Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, California 94105

A description of the railroad equipment covered by the enclosed document is:

one hundred (100) mechanical refrigerated cars bearing SPFE road marks and numbers as set forth on the Schedule attached to the aforesaid Letter.

FILED  
FEB 1 12 33 PM '94  
INTERSTATE COMMERCE COMMISSION

*Elias M. Alvord*

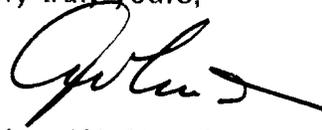
*C. Alvord*

Mr. Sidney L. Strickland, Jr.  
February 1, 1994  
Page 2

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

FEB -1 1994 -12 40 PM

INTERSTATE COMMERCE COMMISSION

District of Columbia : SS

I, Edward M. Luria, being duly sworn do hereby certify that the attached "Letter" dated January 28, 1994 from J.B. Doherty, Assistant Treasurer, Southern Pacific Lines, to Sidney L. Strickland, Jr., Secretary, The Interstate Commerce Commission, consisting of three pages, is a true and complete copy of the original thereof.

Edward M. Luria  
EDWARD M. LURIA

Subscribed and sworn to before me this 1st day of February, 1994.

Paul E. Xiles  
NOTARY PUBLIC

My Commission expires: August 14, 1997



Southern Pacific Lines

Southern Pacific Building • One Market Plaza • San Francisco, California 94 05

RECORDATION NO. 5730-67 FILED 1425

FEB - 1 1994 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

January 28, 1994

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Strickland:

The leases between Southern Pacific Transportation Company and its wholly owned subsidiary, Pacific Fruit Express Company, covering the attached list of railcars are terminated. Such leases were assigned ICC Recordation Numbers 5730-E and 3534-L. This letter is to be filed at the ICC to evidence such termination.

Very truly yours,

J. B. Doherty  
Assistant Treasurer

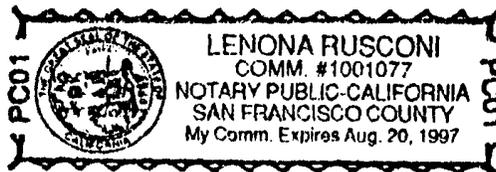
STATE OF CALIFORNIA )  
 )  
CITY AND COUNTY OF SAN FRANCISCO )

On January 28, 1994, before me, Lenona Rusconi,  
Notary Public, personally appeared J. B. Doherty, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity, upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Lenona Rusconi  
Notary Public

My commission expires:



Old No. (SPFE)	New No. (VCY)
459302	25279
459304	25242
459305	25297
459310	25286
459311	25283
459312	25267
459313	25290
459314	25241
459315	25245
459316	25264
459317	25260
459318	25244
459319	25256
459320	25282
459322	25296
459325	25295
459328	25272
459329	25262
459330	25248
459331	25250
459332	25246
459333	25293
459334	25263
459337	25276
459338	25281
459339	25247
459340	25259
459343	25266
459345	25252
459346	25275
459347	25253
459351	25251
459352	25289
459353	25243
459354	25285
459355	25258
459356	25265
459359	25249
459360	25291
459361	25287
459362	25271
459363	25280
459365	25274
459367	25278
459368	25257
459369	25299
459372	25277
459373	25255
459376	25284
459377	25294
459379	25298
459380	25254

Old No. (SPFE)	New No. (VCY)
459382	25270
459384	25273
459389	25269
459390	25281
459394	25292
459395	25288
459397	25268
459685	25222
459689	25207
459690	25236
459692	25215
459694	25206
459695	25214
459697	25227
459699	25201
459702	25228
459703	25230
459707	25240
459710	25219
459712	25232
459714	25221
459715	25223
459717	25212
459718	25202
459719	25200
459720	25213
459721	25208
459727	25203
459847	25204
459850	25216
459864	25224
459869	25235
459884	25229
459917	25205
459919	25234
459927	25220
459930	25231
459935	25210
459937	25237
459941	25225
459942	25218
459944	25226
459950	25217
459957	25238
459960	25211
459968	25209
460001	25239
460086	25233