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April 14, 1994

RECORDATION NO. 18674-G FILED 1425

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INTERSTATE COMMERCE COMMISSION

Direct Dial: (202)466-6532

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed six originals of the four documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a **Bill of Sale from Gunderson, Inc., to Shawmut Bank Connecticut, National Association**, a secondary document, dated April 14, 1994. The primary document to which this document is connected is recorded under Recordation Number 18674. We request that this document be recorded under Recordation Number 18674-D.

The names and addresses of the parties to the Bill of Sale are:

Seller:

Gunderson, Inc.
4350 N.W. Front Avenue
Portland, OR 97210

Purchaser:

Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

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A description of the equipment covered by the Bill of Sale consists of 70 Max-Stack III double stack container cars numbered SP 513930-513999, inclusive.

II. The second document is a **Bill of Sale from Southern Pacific Transportation Company, to Shawmut Bank Connecticut, National Association**, a secondary document, dated April 14, 1994. The primary document to which this document is connected is recorded under Recordation Number 18674. We request that this document be recorded under Recordation Number 18674-E.

The names and addresses of the parties to the Bill of Sale are:

Seller:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

Purchaser:

Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

A description of the equipment covered by the Bill of Sale consists of 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive.

III. The third document is **Lease Supplement (SPTC Trust No. 1994-1) No. 2**, a secondary document, dated April 14, 1994. The primary document to which this document is connected is recorded under Recordation Number 18674. We request that this document be recorded under Recordation Number 18674-F.

The names and addresses of the parties to Lease Supplement (SPTC Trust No. 1994-1) No. 2 are:

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Lessor:

Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

Lessee:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by the Lease Supplement (SPTC Trust No. 1994-1) No. 2 consists of 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive.

IV. The fourth document is **Trust Indenture Supplement No. 2 (SPTC Trust No. 1994-1)**, a secondary document, dated April 14, 1994. The primary document to which this document is connected is recorded under Recordation Number 18674. We request that this document be recorded under Recordation Number 18674-G.

The name and address of the party to Trust Indenture Supplement No. 2 (SPTC Trust No. 1994-1) is:

Owner Trustee:

Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

A description of the equipment covered by Trust Indenture Supplement No. 2 (SPTC Trust No. 1994-1) consists of 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive.

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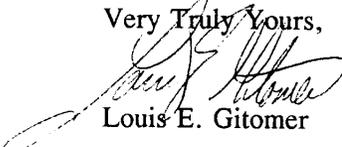
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A fee of \$72.00 is enclosed. Please return five originals of each of the four documents to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Bill of Sale from Gunderson, Inc., 4350 N.W. Front Avenue, Portland, OR 97210, to Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, covering 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive; (2) a Bill of Sale from Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, to Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, covering 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive; (3) Lease Supplement (SPTC Trust No. 1994-1) No. 2, between Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, covering 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive; and (4) Trust Indenture Supplement No. 2 (SPTC Trust No. 1994-1) by Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, covering 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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**TRUST INDENTURE SUPPLEMENT NO. 2
(SPTC TRUST NO. 1994-1)**

INTERSTATE COMMERCE COMMISSION

THIS TRUST INDENTURE SUPPLEMENT NO. 2 (SPTC Trust No. 1994-1), dated April 14, 1994 (this "Indenture Supplement"), of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity but solely as trustee (the "Owner Trustee") under the Trust Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 (the "Trust Agreement");

WITNESSETH:

WHEREAS, Trust Indenture and Security Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 (the "Indenture"), between the Owner Trustee and State Street Bank and Trust Company of Connecticut, National Association, as Indenture Trustee (the "Indenture Trustee"), provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof which shall particularly describe the Equipment and shall specifically mortgage the Equipment to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Equipment described on Schedule 1 attached hereto and made a part hereof;

NOW, THEREFORE, in order to secure the prompt payment of the principal of, and premium, if any, and interest on all of the Equipment Notes from time to time outstanding under the Indenture and the performance and observance by the Owner Trustee of all the agreements, covenants and provisions in the Indenture for the benefit of the holders of the Equipment Notes and in the Equipment Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Equipment Notes by the holders thereof, and of the sum of \$1.00 paid to the Owner Trustee by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Owner Trustee (i) has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, the property comprising the Equipment described on Schedule 1 attached hereto, and (ii) has sold, assigned, transferred and set over, all of the right, title and interest of the Owner Trustee under, in and to the Lease Supplement of even date herewith with respect to the Equipment described on Schedule 1 hereto (excluding, however, any rights to Excepted Property thereunder), to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Equipment Notes.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the holders from time to time of the Equipment Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>DESCRIPTION OF UNITS</u>	<u>SELLER</u>	<u>ROAD NUMBERS</u>
70 Maxi-Stack III Double Stack Container Cars	Gunderson, Inc.	SP 513930-513999, inclusive

SCHEDULE 1
(to Trust Indenture Supplement No. 2)