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RECORDATION NO. 19001-F FILED 1425

NOV 30 1994 - 12 22 PM

INTERSTATE COMMERCE COMMISSION

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November 30, 1994

Louis E. Gitomer
Direct Dial: (202)466-6532

RECORDATION NO. 19001-G FILED 1425

NOV 30 1994 - 12 22 PM

INTERSTATE COMMERCE COMMISSION

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

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

I. The first document is Lease Supplement (SPT 1994-A) No. 3, a secondary document, dated as of November 30, 1994. The primary document to which this is connected is recorded under Recordation No. 19001. We request that this document be recorded under Recordation No. 19001-F.

The names and addresses of the parties to Lease Supplement (SPT 1994-A) No. 3 are:

Lessor:

State Street Bank and Trust Company of Connecticut, National Association
225 Franklin Street
Boston, MA 02110

Lessee:

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

A description of the equipment covered by Lease Supplement (SPT 1994-A) No. 3 consists of 240 100-ton open top Hopper Cars numbered CTRN 601002, 601003, 601125, 601127-601239, inclusive, 601241-601354, inclusive, 601356-601359, inclusive, 601361, 601364, and 601366-601369, inclusive.

II. The second document is Trust Indenture Supplement (SPT 1994-A) No. 3, a secondary document, dated as of November 30, 1994. The primary document to which this is connected is recorded under Recordation No. 19001. We request that this document be recorded under Recordation No. 19001-G.

The name and address of the party to Trust Indenture Supplement (SPT 1994-A) No. 3 is:

Owner Trustee:

State Street Bank and Trust Company of Connecticut, National Association
225 Franklin Street
Boston, MA 02110

A description of the equipment covered by Trust Indenture Supplement (SPT 1994-A) No. 3 consists of 240 100-ton open top Hopper Cars numbered CTRN 601002, 601003, 601125, 601127-601239, inclusive, 601241-601354, inclusive, 601356-601359, inclusive, 601361, 601364, and 601366-601369, inclusive.

A fee of $42.00 is enclosed. Please return two originals of each document to:

Louis E. Gitomer
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) Lease Supplement (SPT 1994-A) No. 3 between State Street Bank and Trust Company of Connecticut, National Association, 225 Franklin Street, Boston, MA 02110, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; and (2) Trust Indenture Supplement (SPT 1994-A) No. 3 by State Street Bank and Trust Company of Connecticut, National Association, 225 Franklin Street, Boston, MA 02110, both covering

240 100-ton open top Hopper Cars numbered CTRN 601002, 601003, 601125, 601127-601239, inclusive, 601241-601354, inclusive, 601356-601359, inclusive, 601361, 601364, and 601366-601369, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

NOVEMBER 30, 1994

LOUIS E. GITOMER
BALL, JANIK & NOVACK
1101 PA AVE NW SUITE 1035
WASHINGTON DC 20004

Dear MR. GITOMER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/30/94 at 12:35PM , and assigned recordation number(s). 19001-F and 19001-G.

Sincerely yours,

Vernon A. Williams
Acting 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 Faledia M. Stokes

RECORDATION NO. 19001-F FILED 1425
NOV 30 1994 - 12 22 PM
INTERSTATE COMMERCE COMMISSION

EXECUTION COPY

LEASE SUPPLEMENT (SPT 1994-A) NO. 3

Dated as of November 30, 1994

between

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION
Lessor

and

SOUTHERN PACIFIC TRANSPORTATION COMPANY,
Lessee

CERTAIN OF THE RIGHT, TITLE AND INTEREST OF LESSOR IN AND TO THIS LEASE SUPPLEMENT, THE EQUIPMENT COVERED HEREBY AND THE RENT DUE AND TO BECOME DUE UNDER THE LEASE HAVE BEEN ASSIGNED AS COLLATERAL SECURITY TO, AND ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF, THE FIRST NATIONAL BANK OF BOSTON, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS INDENTURE TRUSTEE UNDER A TRUST INDENTURE AND SECURITY AGREEMENT (SPT 1994-A), DATED AS OF SEPTEMBER 29, 1994, BETWEEN SAID INDENTURE TRUSTEE, AS SECURED PARTY, AND THE LESSOR, AS DEBTOR. INFORMATION CONCERNING SUCH SECURITY INTEREST MAY BE OBTAINED FROM THE INDENTURE TRUSTEE AT ITS ADDRESS SET FORTH IN SECTION 24 OF THE LEASE. THIS LEASE SUPPLEMENT HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. ONLY THAT COUNTERPART TO BE DEEMED THE ORIGINAL COUNTERPART FOR CHATTEL PAPER PURPOSES CONTAINS THE RECEIPT THEREFOR EXECUTED BY THE FIRST NATIONAL BANK OF BOSTON, AS INDENTURE TRUSTEE, ON THE SIGNATURE PAGES THEREOF. SEE SECTION 30 OF THE LEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE ORIGINAL HOLDER AND THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on _____, 1994 at _____ M. Recordation Number _____, and deposited in the office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada on _____, 1994, at _____ M.

0171925

LEASE SUPPLEMENT (SPT 1994-A) NO. 3

LEASE SUPPLEMENT (SPT 1994-A) No. 3 dated November 30, 1994 (this "Lease Supplement") between STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee ("Lessor") under the Trust Agreement, and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Lessee");

W I T N E S S E T H:

WHEREAS, Lessor and Lessee have heretofore entered into that certain Lease of Railroad Equipment (SPT 1994-A) dated as of September 29, 1994 (the "Lease"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings specified in Appendix A to the Lease; and

WHEREAS, the Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for the purpose of confirming the purchase by the Lessor and lease by Lessor to the Lessee of the Units thereunder as and when purchased by Lessor in accordance with and subject to the terms of the Lease;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee agree as follows:

1. Lessee hereby acknowledges and confirms that it has inspected and approved the Units set forth on Schedule 1 hereto at the time and on the dates set forth in the applicable Certificate(s) of Acceptance and such Units comply in all material respects with the specifications for such Units and are in good working order.

2. Lessor hereby confirms delivery and lease to Lessee, and Lessee hereby confirms acceptance and lease from Lessor, under the Lease as hereby supplemented, the Units listed on Schedule 1 hereto.

3. Lessee hereby represents and warrants that no Event of Loss has occurred with respect to the Units set forth on Schedule 1 hereto as of the date hereof.

4. The Funding Date of the Units described above is the date of this Lease Supplement set forth in the opening paragraph hereof.

5. The amounts comprising the aggregate Equipment Cost of the Units leased hereunder are set forth on Schedule 1 hereto. The Basic Rent, Stipulated Loss Values, Termination Values and EBO Amount applicable in respect of the Units are set forth, respectively, on Schedules 3, 4, 5 and 6 to the Participation Agreement.

6. Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease Supplement, to pay Rent to Lessor for each Unit leased hereunder as provided for in the Lease.

7. The execution and delivery of this Lease Supplement will in no way relieve or decrease the responsibility of any manufacturer for the warranties it has made with respect to any Unit.

8. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Lease of Railroad Equipment, dated as of September 29, 1994," the "Lease Agreement, dated as of September 29, 1994" or the "Lease, dated as of September 29, 1994," or may identify the Lease in any respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement, unless the context shall otherwise require.

9. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease shall be and remain in full force and effect.

10. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

11. This Lease Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

* * *

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed on the day and year first above written.

LESSOR:

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By: Jill Olson
Name: Jill Olson
Title: Assistant Vice President

LESSEE:

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: _____
Name:
Title:

Receipt of the original counterpart of the foregoing Lease Supplement No. 3 is hereby acknowledged this _____ day of _____, 1994

THE FIRST NATIONAL BANK OF BOSTON, as Indenture Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed on the day and year first above written.

LESSOR:

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By:_____
Name:
Title:

LESSEE:

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By:_____
Name: R. F. Starzel
Title: Vice Chairman

Receipt of the original counterpart of the foregoing Lease Supplement No. 3 is hereby acknowledged this _____ day of _____, 1994

THE FIRST NATIONAL BANK OF BOSTON, as Indenture Trustee

By: _____
Name:
Title:

STATE OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK)

On this 25 th day of November, 1994, before me personally appeared Jill Olson, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of State Street Bank and Trust Company of Connecticut, National Association, a national banking association, and that the foregoing instrument was signed 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.

Daniel Golden
Notary Public

DANIEL GOLDEN
Notary Public
My Commission Expires June 26, 1998

0171925

State of California

County of San Francisco

On November 23, 1994, before me, Lenona Rusconi, Notary Public, personally appeared R. F. Starzel, 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

PC01 LENONA RUSCONI PC01
COMM. #1001077
NOTARY PUBLIC-CALIFORNIA
SAN FRANCISCO COUNTY
My Comm. Expires Aug. 20, 1997

SCHEDULE 1

Description of Equipment:	240 100-ton open top Hopper Cars Nos. CTRN 601002, 601003, 601125, 601127 through and including 601239, 601241 through and including 601354, 601356 through and including 601359, 601361, 601364 and 601366 through and including 601369, manufactured by Johnstown America Corporation.
Cost of Each Locomotive:	[Intentionally Omitted]