

19446-1

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

19446-B

June 23, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECEIVED
OFFICE OF THE
SECRETARY
JUN 23 2 02 PM 1995
LICENSING BRANCH

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) copies of Lease Supplement No. 1, dated June 2, 1995, and Lease Supplement No. 2, dated June 6, 1995, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Railcar Lease Agreement duly filed with the Commission under Recordation Number 19446.

The names and addresses of the parties to the enclosed documents are:

Lessor Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Forth Worth, Texas 76102

Lessee: Southern Pacific Transportation Company
1515 Arapahoe, Suite 1311
Denver, Colorado 80202

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to each Supplement.

get
Continental

Mr. Vernon A. Williams
June 23, 1995
Page 2

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

Robert W. Alvord
918 Sixteenth Street NW.
Suite 200
Washington, DC 20006-2973

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 6/23/95 at 2:10 PM , and assigned recordation number(s). 19446-A and 19446-B.

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

19446-17

LEASE SUPPLEMENT NO. 1

TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION), NO SECURITY INTEREST IN THIS SUPPLEMENT AND ACCEPTANCE CERTIFICATE MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED CHATTEL COUNTERPART, WHICH SHALL BE IDENTIFIED AS THE COUNTERPART NO. 1 IN THE SIGNATURE BLOCK OF LESSEE ON THE SIGNATURE PAGE THEREOF.

THIS LEASE SUPPLEMENT ("Supplement") is executed and delivered by BURLINGTON NORTHERN RAILROAD COMPANY (together with its successors and assigns, "Lessor"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY (together with its successors and permitted assigns, "Lessee") pursuant to and in accordance with the Railcar Lease Agreement dated as of May 28, 1995 between Lessor and Lessee (the "Lease", the defined terms therein being used herein with their defined meanings).

1. The Units covered by this Supplement are described in Schedule 1 attached hereto and, pursuant to the provisions of Section 3 of the Lease, are hereby delivered under, leased from Lessor under, and in all other respects subject to the Lease.

2. Lessee confirms that:

(a) the Units covered hereby have been inspected by Lessee, have been delivered to Lessee in good working order and condition, and are of the size, design, capacity, prior use, condition and manufacture selected by Lessee; and

(b) Lessee irrevocably accepts said Units "AS IS, WHERE IS" for all purposes of the Lease as of the date set forth below.

3. All of the terms and provisions of the Lease are hereby incorporated by reference in this Supplement to the same extent as if fully set forth herein.

IN WITNESS WHEREOF, Lessee has caused this Lease Supplement to be duly executed by its duly authorized officer as of the Commencement Date set forth below.

LESSEE:

SOUTHERN PACIFIC
TRANSPORTATION COMPANY

By: *Michael J. Croft*
Name: MICHAEL J. CROFT
Title: V. P. PURCHASING (MATERIAL)
Date: June 2, 1995
Counterpart No.: 2

ACCEPTED AND AGREED TO AS OF
THE DATE SET FORTH BELOW

LESSOR:

BURLINGTON NORTHERN RAILROAD
COMPANY

By: _____
Title: _____
Date: June 2, 1995

State of Colorado)
)
City and County of Denver)

On June 20, 1995, before me, the undersigned Notary Public, personally appeared Michael J. Cronin, V.P., Purchasing and personally known to me to be the person whose name is subscribed Materials, 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 on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Dwan K. Doyle
Notary Public

My commission expires: Feb. 16, 1997

State of Texas)
)
City and County of Tarrant)

On this _____ day of _____, 199__, before me, personally appeared _____ to me personally known, who being by me duly sworn, says that he is a _____ of Burlington Northern Railroad Company, that said instrument was signed and sealed on _____, 199__, 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.

Notary Public

My commission expires: _____

IN WITNESS WHEREOF, Lessee has caused this Lease Supplement to be duly executed by its duly authorized officer as of the Commencement Date set forth below.

LESSEE:

SOUTHERN PACIFIC
TRANSPORTATION COMPANY

By: _____
Name: _____
Title: _____
Date: June 2, 1995
Counterpart No.: _____

ACCEPTED AND AGREED TO AS OF
THE DATE SET FORTH BELOW

LESSOR:

BURLINGTON NORTHERN RAILROAD
COMPANY

By: 
Title: Sr. VP & Treasurer
Date: June 2, 1995

State of Colorado)
)
City and County of Denver)

On _____, 199__, before me, the undersigned Notary Public, personally appeared _____, 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 on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

My commission expires: _____

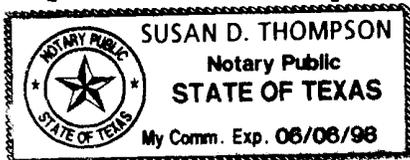
State of Texas)
)
City and County of Tarrant)

On this 2nd day of June, 1995, before me, personally appeared Robert F. McKenney to me personally known, who being by me duly sworn, says that he is a Sr.VP & Treasurer of Burlington Northern Railroad Company, that said instrument was signed and sealed on June 2, 1995, 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.

Susan D. Thompson

Notary Public

My commission expires: 6/6/98



SCHEDULE 1 TO LEASE SUPPLEMENT

OLD MARK	
INITIAL	NUMBER

NEW MARK	
INITIAL	NUMBER

BN	526407
BN	526428
BN	526539
BN	526690
BN	526853
BN	526872
BN	526989
BN	526994
BN	527025
BN	527225
BN	527326
BN	527343
BN	527393
BN	527459
BN	527460
BN	527956
BN	527970
BN	527971
BN	528009
BN	528016
BN	529577

CTRN	950
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