

19446 B

LEASE SUPPLEMENT NO. 2

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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.

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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. Cort  
Name: Michael J. Cort  
Title: V.P. Purchasing & Material  
Date: June 6, 1995  
Counterpart No.: 2

ACCEPTED AND AGREED TO AS OF  
THE DATE SET FORTH BELOW

LESSOR:

BURLINGTON NORTHERN RAILROAD  
COMPANY

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: June 6, 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.

*Dorinda K. Doyle*  
Notary Public

My commission expires: February 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:

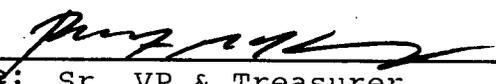
SOUTHERN PACIFIC  
TRANSPORTATION COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: June 6, 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 6, 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

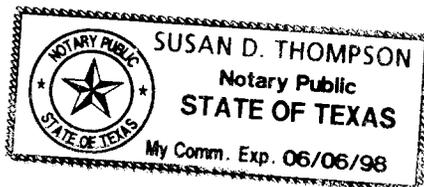
My commission expires: \_\_\_\_\_

State of Texas )  
 )  
City and County of Tarrant )

On this 6th 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 6, 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 526586  
BN 527005  
BN 527060  
BN 527258  
BN 529556  
BN 526583  
BN 526810  
BN 526821  
BN 526831  
BN 526917  
BN 526963  
BN 527103  
BN 527218  
BN 527240  
BN 527333  
BN 527413  
BN 527972  
BN 529575

CTRN 971  
CTRN 972  
CTRN 973  
CTRN 974  
CTRN 975  
CTRN 976  
CTRN 977  
CTRN 978  
CTRN 979  
CTRN 980  
CTRN 981  
CTRN 982  
CTRN 983  
CTRN 984  
CTRN 985  
CTRN 986  
CTRN 987  
CTRN 988