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December 15, 1993

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0100067033

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

RECORDATION NO. 17977 FILED 1425

DEC 15 1993 -2 35 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
DEC 15 2 30 PM '93
INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Amendment Agreement No. 1, a secondary document, dated as of October 1, 1993. The primary document to which this is connected is recorded under Recordation No. 17977. We request that this document be recorded under Recordation No. 17977-T.

The names and addresses of the parties to Amendment Agreement No. 1 are:

Lessor:

U.S. Trust Company of California, N.A.
555 Flower Street
Los Angeles, CA 90071

Lessee:

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

A description of the equipment covered by the document consists of four SD-45-T2 diesel electric locomotives numbered SP 9392, 9395, 9400, and 9401.

A fee of \$18.00 is enclosed. Please return the original to:

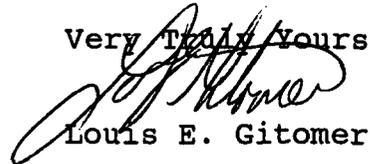
Louis E. Gitomer
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Washington, DC 20006

Judith McDonald
Coventry

Honorable Sidney L. Strickland, Jr.
December 15, 1993
Page 2

A short summary of the document to appear in the index follows: Amendment Agreement No. 1 between U.S. Trust Company of California, N.A., 555 Flower Street, Los Angeles, CA 90071, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, California 94105, covering four SD-45-T2 diesel electric locomotives numbered SP 9392, 9395, 9400, and 9401.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO. 17977-T
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INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT NO. 1, dated as of October 1, 1993, to LEASE SUPPLEMENT NO. A-4 ("Lease Supplement"), effective March 31, 1993, between U.S. TRUST COMPANY OF CALIFORNIA, N.A., not in its individual capacity but solely as Owner Trustee ("Lessor") and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Lessee):

W I T N E S S E T H:

The Lessor and the Lessee entered into an Equipment Lease dated as of March 31, 1993 ("Lease"). The Lease and the Lease Supplement were filed and recorded with the Interstate Commerce Commission on April 20, 1993 at 12:40 P.M. and given Recordation Number 17977-B.

Through a transposition error, Appendix II to the Lease Supplement incorrectly lists the Expiration Date of the Interim Term as "September 30, 1998" and the Expiration Date of the Basic Term as "September 30, 1993"; and the parties now desire to correct such error.

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

1. Appendix II to the Lease Supplement is hereby amended *ab initio* to list the Expiration Date of the Interim Term as "September 30, 1993" and to list the Expiration Date of the Basic Term as "September 30, 1998".

2. Except as amended hereby, the Lease and the Lease Supplement remain in full force and effect without amendment or modification.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers, thereunto duly authorized, as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is

a true and correct document and was executed on the date indicated below its signature.

U.S. TRUST COMPANY OF CALIFORNIA,
N.A., not in its individual
capacity but solely as Owner
Trustee under the Trust
Agreement,

By 
Authorized Officer

Executed on October 29, 1993.

SOUTHERN PACIFIC TRANSPORTATION
COMPANY,

By 
Vice President

Executed on October (, 1993.