

Southern Pacific 2-283A048 Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

CANNON Y. HARVEY
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN
GENERAL COUNSEL-LITIGATION

LOUIS P. WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

FACSIMILE
GENERAL (415) 495-5436
LITIGATION (415) 541-1757

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

RECORDATION NO 10272-AA FILED 1025

September 30, 1992

OCT 9 1992-3 40 PM

RECORDATION NO 10272-BB FILED 1025

OCT 9 1992-3 40 PM

INTERSTATE COMMERCE COMMISSION

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GENERAL ATTORNEYS

BARBARA A. SPRUNG
ASSISTANT GENERAL ATTORNEY

ROBERT E. PATTERSON
CECELIA C. FUSICH
ATTORNEYS

VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

RE: Conditional Sale Agreement dated as of
April 1, 1979, between each of Southern
Pacific Transportation Company, Metropolitan
Life Insurance Company, Greenville Steel Car
Company

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) counterparts each of the Fifteenth Supplemental Agreement and Assignment and Transfer of Certain Road Equipment, each dated as of September 30, 1992, between Southern Pacific Transportation Company and Metropolitan Life Insurance Company, amending the above-entitled Conditional Sale Agreement and Agreement and Assignment dated as of April 1, 1979. The enclosed documents are secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Conditional Sale Agreement dated as of April 1, 1979, between each of Southern Pacific Transportation Company, Metropolitan Life Insurance Company, General Electric Company, Greenville Steel Car Company, and

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Portec, Inc., recorded on April 10, 1979, at 2:20 p.m.
and assigned Recordation No. 10272;

Amendment Agreement dated as of October 1, 1979,
between Southern Pacific Transportation Company,
Metropolitan Life Insurance Company, Bethlehem Steel
Corporation, FMC Corporation, General Electric Company,
Greenville Steel Car Company, Portec, Inc., and ACF
Industries, Inc., recorded on November 21, 1979, at
2:30 p.m., and assigned Recordation No. 10272-A.

First Supplemental Agreement dated as of October 31,
1982, between Southern Pacific Transportation Company,
Metropolitan Life Insurance Company, and Bethlehem
Steel Corporation, recorded on November 10, 1982, at
3:10 p.m., and assigned Recordation No. 10272-B;
Second Supplemental Agreement dated as of October 31,
1982, between Southern Pacific Transportation Company,
Metropolitan Life Insurance Company, and FMC
Corporation, recorded on November 10, 1982, at 3:10
p.m., and assigned Recordation No. 10272-C;

Third Supplemental Agreement dated as of October 31,
1982, between Southern Pacific Transportation Company,
Metropolitan Life Insurance Company, and Greenville
Steel Car Company recorded on November 10, 1982, at
3:10 p.m., and assigned Recordation No. 10272-D;

Fourth Supplemental Agreement dated as of October 31,
1982, between Southern Pacific Transportation Company,
Metropolitan Life Insurance Company, and ACF
Industries, Inc., recorded on November 10, 1982, at
3:10 p.m., and assigned Recordation No. 10272-E;

Fifth Supplemental Agreement dated as of July 31, 1986,
between Southern Pacific Transportation Company,
Metropolitan Life Insurance Company, and ACF
Industries, Inc., recorded on September 4, 1986, at
3:45 p.m., and assigned Recordation No. 10272-F;

Assignment and Transfer of Certain Road Equipment dated
as of July 31, 1986, recorded on September 4, 1986, at
3:45 p.m., and assigned Recordation No. 10272-G;

Sixth Supplemental Agreement dated as of July 31, 1986,
between Southern Pacific Transportation Company,
Metropolitan Life Insurance Company, and Bethlehem
Steel Corporation and Portec, Inc., recorded on
September 4, 1986, at 3:45 p.m., and assigned
Recordation No. 10272-H;

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Assignment and Transfer of Certain Road Equipment dated as of July 31, 1986, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-I;

Seventh Supplemental Agreement dated as of July 31, 1986, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and FMC Corporation, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-J;

Assignment and Transfer of Certain Road Equipment dated as of July 31, 1986, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-K;

Eighth Supplemental Agreement dated as of July 31, 1986, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and Greenville Steel Car Company, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-L;

Assignment and Transfer of Certain Road Equipment dated as of July 31, 1986, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-M;

Letter of Correction dated October 13, 1986 to Assignment and Transfer dated as of July 31, 1986, recorded on October 15, 1986, at 11:10 a.m., assigned Recordation No. 10272-N;

Ninth Supplemental Agreement dated as of October 1, 1990, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and Bethlehem Steel Corporation and Portec, Inc., recorded on October 24, 1990, at 3:35 p.m., and assigned Recordation No. 10272-O;

Assignment and Transfer of Certain Road Equipment dated as of October 1, 1990, recorded on October 24, 1990, at 3:35 p.m., and assigned Recordation No. 10272-P;

Tenth Supplemental Agreement dated as of October 1, 1990, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and FMC Corporation, recorded on October 24, 1990, at 3:35 p.m., and assigned Recordation No. 10272-Q;

Assignment and Transfer of Certain Road Equipment dated as of October 1, 1990, recorded on October 24, 1990, at 3:35 p.m., and assigned Recordation No. 10272-R;

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Eleventh Supplemental Agreement dated as of October 1, 1990, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and Greenville Steel Car Company, recorded on October 24, 1990, at 3:35 p.m., and assigned Recordation No. 10272-S;

Assignment and Transfer of Certain Road Equipment dated as of October 1, 1990, recorded on October 24, 1990, at 3:35 p.m., and assigned Recordation No. 10272-T;

Twelfth Supplemental Agreement dated as of November 15, 1991, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and ACF Industries, Inc., recorded on January 27, 1992, at 3:05 p.m., and assigned Recordation No. 10272-U;

Assignment and Transfer of Certain Road Equipment dated as of November 15, 1991, recorded on January 27, 1992, at 3:05 p.m., and assigned Recordation No. 10272-V;

Thirteenth Supplemental Agreement dated as of November 15, 1991, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and FMC Corporation, recorded on January 27, 1992, at 3:05 p.m., and assigned Recordation No. 10272-W;

Assignment and Transfer of Certain Road Equipment dated as of November 15, 1991, recorded on January 27, 1992, at 3:05 p.m., and assigned Recordation No. 10272-X;

Fourteenth Supplemental Agreement dated as of November 15, 1991, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and Greenville Steel Car Company, recorded on January 27, 1992, at 3:05 p.m., and assigned Recordation No. 10272-Y; and

Assignment and Transfer of Certain Road Equipment dated as of November 15, 1991, recorded on January 27, 1992, at 3:05 p.m., and assigned Recordation No. 10272-Z.

In connection with the recording of the enclosed Fifteenth Supplemental Agreement and Assignment and Transfer, each dated as of September 30, 1992, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Mr. Sidney L. Strickland, Jr.
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Name and Address of Agent - Assignee:

Metropolitan Life Insurance Company
One Madison Avenue
New York, New York 10010-3690

Name and Address of Vendee:

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

A description of the railroad equipment covered by the Supplemental Agreement and Assignment and Transfer is set forth therein, respectively.

Also enclosed is a check in the amount of \$32 to cover the required recordation fees.

When the recording of the Fifteenth Supplemental Agreement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return the remainder of the same to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index follows:

Fifteenth Supplemental Agreement dated as of September 30, 1992, between Southern Pacific Transportation Company ("SPT"), as Vendee, and Metropolitan Life Insurance Company ("Metro"), as Agent, covering one locomotive; and Assignment and Transfer of Certain Road Equipment dated as of September 30, 1992, between SPT and Metro covering two box cars and 24 hopper cars.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/9/92

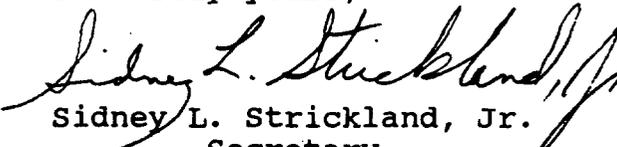
OFFICE OF THE SECRETARY

Leona Young-Legal Assistant
Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/9/92 at 3:40PM, and assigned recordation number(s). 10272-AA and 10272-BB.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 102 72-AA FILED 1425

OCT 9 1992-3 40 PM
INTERSTATE COMMERCE COMMISSION

FIFTEENTH
SUPPLEMENTAL AGREEMENT

THIS FIFTEENTH SUPPLEMENTAL AGREEMENT, dated as of September 30, 1992, by and between Southern Pacific Transportation Company, a corporation organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called the "Company"), and Metropolitan Life Insurance Company, a corporation organized and existing under and by virtue of the laws of the State of New York (said Company hereinafter called the "Assignee"), with a principal office and place of business at One Madison Avenue, New York, New York, as Agent acting under an Agreement dated as of the first day of April, 1979.

WITNESSETH

WHEREAS, Greenville Steel Car Company, a corporation organized and existing under and by virtue of the laws of the State of Pennsylvania (hereinafter called "Builder"), and Company have entered into a Conditional Sale Agreement dated as of April 1, 1979 (hereinafter called "Conditional Sale Agreement"), pursuant to which Builder agreed to build, sell and deliver to Company, and the Company agreed to purchase certain railroad equipment (hereinafter called the "Equipment"), consisting of hopper cars, all as described therein; and

WHEREAS, the Builder thereafter assigned its rights under the Conditional Sale Agreement and its right, title and interest to the Equipment to the Assignee pursuant to an Agreement and

Assignment dated as of April 1, 1979 (hereinafter called "Assignment") between the Builder and the Assignee; and

WHEREAS, the Conditional Sale Agreement and the Assignment were recorded with the Interstate Commerce Commission in accordance with Title 49, United States Code, Section 11303 on April 10, 1979, and assigned Recordation No. 10272; and

WHEREAS, certain box cars and hopper cars (hereinafter collectively called "Unsuitable Equipment") comprising said Equipment have become unsuitable for use, and in accordance with the provisions of said Conditional Sale Agreement, the Company has assigned and transferred to Assignee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), hereinafter specifically described, free from all liens and encumbrances, at least equal to the depreciated value, determined as provided in the Conditional Sale Agreement, of the Unsuitable Equipment; and

WHEREAS, the Conditional Sale Agreement provides that upon transfer of title to said Replacement Equipment to Assignee, the same shall immediately become subject to all of the terms and conditions of the Conditional Sale Agreement, as though part of the original Equipment delivered thereunder.

NOW THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Conditional Sale Agreement is hereby amended to include the following described Replacement Equipment:

*

Number of
Units

Description

- | | |
|---|--|
| 1 | Locomotive; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 7303 (GRIP Date - June, 1980). |
|---|--|

The Replacement Equipment is hereby made subject to all of the terms and conditions of the Conditional Sale Agreement, as though part of the original Equipment delivered thereunder.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth in the Conditional Sale Agreement.

3. The Company will promptly cause this Fifteenth Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 11303.

4. Except as amended and supplemented hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

5. This Fifteenth Supplemental Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Fifteenth Supplemental Agreement is dated for convenience as of September 30, 1992, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments annexed hereto.

*

*

IN WITNESS WHEREOF, the parties hereto have caused this Fifteenth Supplemental Agreement to be duly executed as of the date first above written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By *St. Seedy*
Treasurer

Attest:

J. S. Adomell
Secretary

METROPOLITAN LIFE INSURANCE COMPANY,
as Assignee

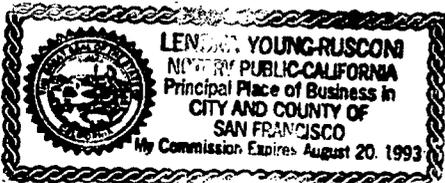
By *Richard G. Clarke*
Associate General Counsel

Attest:

M. Maguire
Assistant Secretary

STATE OF CALIFORNIA)
)
CITY AND COUNTY OF SAN FRANCISCO) SS.

On this 30th day of September, 1992, before me personally appeared E. F. GRADY, to me personally known, who being by me duly sworn, says that he is Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed 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.



Lena Young-Rusconi
Notary Public

STATE OF NEW YORK)
)
CITY AND COUNTY OF NEW YORK) SS.

On this 8th day of October, 1992, before me personally appeared RICHARD G. CLARKE, to me personally known, who being by me duly sworn, says that he is Associate General Counsel of METROPOLITAN LIFE INSURANCE COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed 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.

Audrey Fishbein
Notary Public

AUDREY FISHBEIN
Notary Public, State of New York
No. 24-4956221
Qualified in Kings County
Certificate filed in New York County
Commission Expires September 11, 1993