

#30
16697-B
16697-C

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

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
RICHARD N BAGENSTOS
JAMES C MARTIN JR*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND
RECORDATION NO 16697-C FILED 1425

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N W
WASHINGTON, D.C.
20006-2973
(202) 393-2266

OF COUNSEL
URBAN A LESTER

CABLE ADDRESS
ALVORD

TELEX
440367 A AND A

TELEFAX
(202) 393 2156

FEB 28 1990 -12 15 PM

February 28, 1990

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
Washington, D.C. 20423

0-059A104 ✓

RECORDATION NO 16697-B FILED 1425

FEB 28 1990 -12 15 PM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies each of 1) a First Amendment to Lease Intended for Security dated as of December 29, 1989 and 2) a First Amendment to Sublease dated as of December 29, 1989, secondary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Lease Intended for Security dated as of December 29, 1989 and the Sublease dated as of December 29, 1989, which were filed and recorded on December 29, 1989 and assigned Recordation Numbers 16697 and 16697-A, respectively.

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

Lessor: First Interstate Bank, as Trustee
345 California Street
San Francisco, California 94104

Chase Commercial Corporation
South 61 Paramus Road
Paramus, New Jersey 07652

Sun Life Assurance Company of Canada (U.S.)
Sun Life Assurance Company of Canada
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02181

Chrysler Capital Corporation
750 Battery Street, Suite 300
San Francisco, California 94111

Counterparts - CT Kappler

Ms. Noretta R. McGee
Interstate Commerce Commission
February 28, 1990
Page 2

Lessee/
Sublessor: Southern Pacific Transportation Company
One Market Plaza
San Francisco, California 94105

Sublessee: St. Louis Southwestern Railway Company
One Market Plaza
San Francisco, California 94015

A description of the railroad equipment covered by the foregoing First Amendment to Lease is set forth in revised pages 5, 7 and 13 to Annex I and revised pages 3 and 4 to Annex II attached thereto; and the railroad equipment covered by the foregoing First Amendment to Sublease is set forth in revised pages 3 and 4 to Schedule A attached thereto.

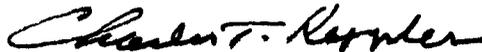
Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed documents to appear in the Commission's Index is:

"First Amendment to Lease Intended for Security dated as of December 29, 1989; and First Amendment to Sublease dated as of December 29, 1989, each covering railcars and locomotives."

Very truly yours,


Charles T. Kappler

Enclosures
CTK/bg

Interstate Commerce Commission
Washington, D.C. 20423

2/28/90

OFFICE OF THE SECRETARY

Alvord And Alvord
200 World Center Building
918 Sixteenth Street, N. W.
Washington, D. C. 20006-2973

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 2/28/90 at 12:15PM, and assigned recordation number(s). 16697-B
16697-C

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO 16697-B FILED 1425

FEB 28 1990 -12 15 PM

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT TO
LEASE INTENDED FOR SECURITY

among

SOUTHERN PACIFIC TRANSPORTATION COMPANY
as Lessee

FIRST INTERSTATE BANK OF CALIFORNIA
as Trustee

CHASE COMMERCIAL CORPORATION,
SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.),
SUN LIFE ASSURANCE COMPANY OF CANADA,

and

CHRYSLER CAPITAL CORPORATION,
as Lessors

FIRST AMENDMENT TO LEASE INTENDED FOR SECURITY

This FIRST AMENDMENT (this "First Amendment") to the LEASE INTENDED FOR SECURITY (the "Lease") is among SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation, with its principal office at Southern Pacific Building, One Market Plaza, San Francisco, California 94105; and FIRST INTERSTATE BANK OF CALIFORNIA, a state banking corporation, not in its individual capacity but solely in its trustee capacity as trustee under the Lease; and CHRYSLER CAPITAL CORPORATION, a Delaware corporation, CHASE COMMERCIAL CORPORATION, a Delaware corporation, SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.), a Delaware corporation, and SUN LIFE ASSURANCE COMPANY OF CANADA, a corporation organized under the laws of the Province of Quebec.

The parties heretofore have executed the Lease dated as of December 29, 1989 and now desire to enter into this First Amendment in order to clarify certain provisions regarding the maintenance and appraisal of the Units and provision of insurance thereon, and to correct the identification of certain of the Units in the annexes to the Lease.

NOW, THEREFORE, the parties hereto agree as follows:

1. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Lease.

2. Section 4.3 of the Lease is hereby amended to delete the first sentence thereof in its entirety and replace it with the following sentence:

"Lessee shall at its expense at all times during the term of this Lease maintain the Units in as good operating order, repair, condition and appearance, as they were on the Date of Delivery (assuming that, as of such date, each Unit was in good operating order, repair, condition and appearance), ordinary wear and tear excepted, and excepting only the switching locomotives, suitable for use in interchange in accordance with the interchange rules or supplements thereto of the Association of American Railroads ("A.A.R.") as such rules may be amended, modified, or supplemented from time to time ("Interchange Rules")."

3. Section 7.1 of the Lease shall be amended (i) to insert a period and the words "All insurance" following the word "Trustee" in the 25th line on page 16; (ii) to delete the words "ALL RISKS" appearing in the 10th line from the end of such section and replace such words with the word "liability"; and

(iii) to insert the words "after the termination of this Lease" following the word "years" in the 9th line from the end of such Section 7.1.

4. Section 23 of the Lease shall be revised to delete the first and third sentences thereof and in lieu of the first sentence replace it with the following sentence: "This Lease has been executed in several counterparts."

5. Paragraph H of the Schedule to the Lease shall be revised as follows:

(a) The word "may" in the first line of Paragraph H shall be deleted and the word "shall" shall be substituted in its place.

(b) The first sentence of the second paragraph of Paragraph H shall be deleted and replaced with the following sentence:

"If the appraiser determines that any Unit is not "interchange qualified" or that any switching locomotive fails to conform with the condition requirements of Section 4.3, Trustee shall give written notice to Lessee describing the reason for disqualification or nonconformity of the Unit, and if such Unit is not "interchange qualified" or the nonconformity is not cured within 10 days of Lessee's receipt of such notice, Trustee may terminate this Lease as to the Unit."

6. Annex I to the Schedule to the Lease shall be revised to delete pages 5, 7 and 13 thereof and replace them with new pages 5, 7 and 13 as attached hereto.

7. Annex II to the Schedule to the Lease shall be revised to delete pages 3 and 4 thereof and replace them with new pages 3 and 4 as attached hereto.

8. This First Amendment may be executed in any number of counterparts, one of which shall be marked "Trustee's Copy". Only the counterpart marked "Trustee's Copy" shall evidence a monetary obligation of Lessee or shall be deemed to be an original or to be chattel paper for purposes of the Uniform Commercial Code, and such copy shall be held by Trustee.

9. This First Amendment shall be deemed effective as of December 29, 1989 when executed by all of the parties set forth on the signature page hereof.

10 Paragraph G(i)(b) of the Schedule to the Lease shall be revised to substitute "17.647%" for "18.824%".

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Lease as of the day and year first above the written.

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By *SK Johnson*
Title: Vice President-Finance
Date: February 7, 1990

Address: One Market Plaza
San Francisco, CA 94105

CHASE COMMERCIAL CORPORATION

By _____
Title: _____
Date: _____

Address: South 61 Paramus Road
Paramus, NJ 07652

SUN LIFE ASSURANCE COMPANY
OF CANADA (U.S.)

By _____
Title: _____
Date: _____

Address: One Sun Life
Executive Park
Wellesley Hills, MA 02181

FIRST INTERSTATE BANK OF CALIFORNIA,
TRUSTEE (and in its individual
capacity where specifically
indicated)

By _____
Vice President
Date: _____

By _____
Assistant Vice-President
Date: _____

Address: 345 California St., SF 8-7
San Francisco, CA 94104
Attn: Rose Ruelos
Assistant Vice President

SUN LIFE ASSURANCE COMPANY
OF CANADA

By _____
Title: _____
Date: _____

By _____
Title: _____
Date: _____

Address: One Sun Life Executive Park
Wellesley Hills, MA 02181

CHRYSLER CAPITAL CORPORATION

By _____
Title: _____
Date: _____

Address: 750 Battery Street,
Suite 300
San Francisco, CA 94111

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Lease as of the day and year first above the written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

FIRST INTERSTATE BANK OF CALIFORNIA, TRUSTEE (and in its individual capacity where specifically indicated)

By _____
Title: _____
Date: _____

By [Signature]
Vice President
Date: _____

By [Signature]
Assistant Vice-President
Date: 2-21-

Address: One Market Plaza
San Francisco, CA 94105

Address: 345 California St., SF 8-7
San Francisco, CA 94104
Attn: Rose Ruelos
Assistant Vice President

CHASE COMMERCIAL CORPORATION

SUN LIFE ASSURANCE COMPANY OF CANADA

By _____
Title: _____
Date: _____

By _____
Title: _____
Date: _____

By _____
Title: _____
Date: _____

Address: South 61 Paramus Road
Paramus, NJ 07652

Address: One Sun Life Executive Park
Wellesley Hills, MA 02181

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)

CHRYSLER CAPITAL CORPORATION

By _____
Title: _____
Date: _____

By _____
Title: _____
Date: _____

Address: One Sun Life
Executive Park
Wellesley Hills, MA 02181

Address: 750 Battery Street,
Suite 300
San Francisco, CA 94111

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Lease as of the day and year first above the written.

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

FIRST INTERSTATE BANK OF CALIFORNIA,
TRUSTEE (and in its individual
capacity where specifically
indicated)

By _____
Title: _____
Date: _____

By _____
Vice President
Date: _____

Address: One Market Plaza
San Francisco, CA 94105

By _____
Assistant Vice-President
Date: _____

Address: 345 California St., SF 8-7
San Francisco, CA 94104
Attn: Rose Ruelos
Assistant Vice President

CHASE COMMERCIAL CORPORATION

SUN LIFE ASSURANCE COMPANY
OF CANADA

By Kemoran
Title: Vice Pres
Date: 1/25/90

By _____
Title: _____
Date: _____

Address: South 61 Paramus Road
Paramus, NJ 07652

By _____
Title: _____
Date: _____

Address: One Sun Life Executive Park
Wellesley Hills, MA 02181

SUN LIFE ASSURANCE COMPANY
OF CANADA (U.S.)

CHRYSLER CAPITAL CORPORATION

By _____
Title: _____
Date: _____

By _____
Title: _____
Date: _____

Address: One Sun Life
Executive Park
Wellesley Hills, MA 02181

Address: 750 Battery Street,
Suite 300
San Francisco, CA 94111

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Lease as of the day and year first above the written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

FIRST INTERSTATE BANK OF CALIFORNIA, TRUSTEE (and in its individual capacity where specifically indicated)

By _____
Title: _____
Date: _____

By _____
Vice President
Date: _____

By _____
Assistant Vice-President
Date: _____

Address: One Market Plaza
San Francisco, CA 94105

Address: 345 California St., SF 8-7
San Francisco, CA 94104
Attn: Rose Ruelos
Assistant Vice President

CHASE COMMERCIAL CORPORATION

SUN LIFE ASSURANCE COMPANY OF CANADA

By _____
Title: _____
Date: _____

By John N. Whelihan
Title: John N. Whelihan, Assistant Vice President-For
Date: January 31, 1990 President

By Roy P. Creedon
Title: Roy P. Creedon, Senior Associate
Date: January 31, 1990 Counsel-For Secretary

Address: South 61 Paramus Road
Paramus, NJ 07652

Address: One Sun Life Executive Park
Wellesley Hills, MA 02181

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)

CHRYSLER CAPITAL CORPORATION

By L. Brock Thomson
Title: L. Brock Thomson
Date: January 31, 1990

By _____
Title: _____
Date: _____

Address: One Sun Life Executive Park
Wellesley Hills, MA 02181

Address: 750 Battery Street,
Suite 300
San Francisco, CA 94111

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Lease as of the day and year first above the written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

FIRST INTERSTATE BANK OF CALIFORNIA, TRUSTEE (and in its individual capacity where specifically indicated)

By _____
Title: _____
Date: _____

By _____
Vice President
Date: _____

By _____
Assistant Vice-President
Date: _____

Address: One Market Plaza
San Francisco, CA 94105

Address: 345 California St., SF 8-7
San Francisco, CA 94104
Attn: Rose Ruelos
Assistant Vice President

CHASE COMMERCIAL CORPORATION

SUN LIFE ASSURANCE COMPANY OF CANADA

By _____
Title: _____
Date: _____

By _____
Title: _____
Date: _____

By _____
Title: _____
Date: _____

Address: South 61 Paramus Road
Paramus, NJ 07652

Address: One Sun Life Executive Park
Wellesley Hills, MA 02181

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)

CHRYSLER CAPITAL CORPORATION

By _____
Title: _____
Date: _____

By *[Signature]*
Title: *[Signature]*
Date: *2-7-90*

Address: One Sun Life
Executive Park
Wellesley Hills, MA 02181

Address: 750 Battery Street,
Suite 300
San Francisco, CA 94111

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

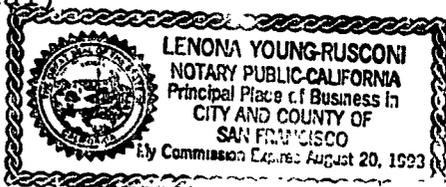
State of California

County of San Francisco ss:

90

On this 7th day of February, 1989 before me personally appeared E. L. Johnson, to me personally known, who being by me duly sworn, say that (s)he is the Vice President-Finance of Southern Pacific Transportation Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Lenona Young-Rusconi
Signature of Notary Public

My Commission expires August 20, 1993

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of _____

County of _____ ss:

On this _____ day of _____, 1989 before me personally appeared _____, to me personally known, who being by me duly sworn, say that (s)he is the Vice President of First Interstate Bank of California, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Signature of Notary Public

My Commission expires _____

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of _____

County of _____ ss:

On this _____ day of _____, 1989 before me personally appeared _____, to me personally known, who being by me duly sworn, say that (s)he is the _____ of Southern Pacific Transportation Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Signature of Notary Public

My Commission expires _____

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of California

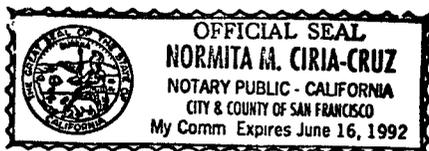
County of San Francisco ss:

On this 21st day of Feb., 1990 before me personally appeared ROBERT E. FERGUSON, to me personally known, who being by me duly sworn, say that (s)he is the Vice President of First Interstate Bank of California, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Normita M. Ciria-Cruz
Signature of Notary Public

My Commission expires 6-16-92

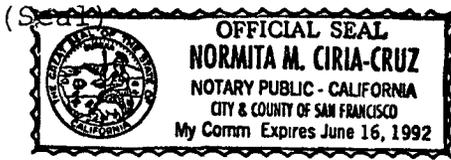


Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of California

County of San Francisco ss:

On this 21st day of Feb., 198~~9~~⁹⁰ before me personally appeared L. BOXERBAUM, to me personally known, who being by me duly sworn, say that (s)he is the Assistant Vice President of First Interstate Bank of California, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Normita M. Ciria-Cruz
Signature of Notary Public

My Commission expires 6-16-92

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of _____

County of _____ ss:

On this _____ day of _____, 1989 before me personally appeared _____, to me personally known, who being by me duly sworn, say that (s)he is the _____ of Chase Commercial Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Signature of Notary Public

My Commission expires _____

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of _____

County of _____ ss:

On this ____ day of _____, 1989 before me personally appeared _____, to me personally known, who being by me duly sworn, say that (s)he is the Assistant Vice President of First Interstate Bank of California, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Signature of Notary Public

My Commission expires _____

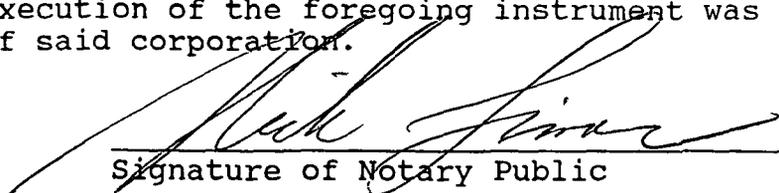
Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of NEW JERSEY

County of BERGEN ss:

On this 25TH day of JANUARY, 1989⁹⁰ before me personally appeared KEVIN MORAN, to me personally known, who being by me duly sworn, say that (s)he is the VICE PRESIDENT of Chase Commercial Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

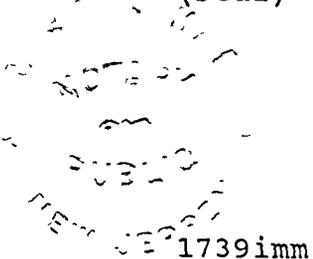
(Seal)



Signature of Notary Public

My Commission expires _____

NICK LIMAR
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Oct. 28, 1990



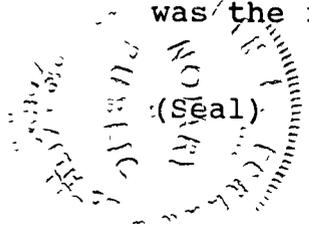
Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of Massachusetts

County of Norfolk ss:

90

On this 31st day of January, ~~1989~~ before me personally appeared John N. Whelihan, to me personally known, who being by me duly sworn, say that (s)he is the President of Sun Life Assurance Company of Canada, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Robin L. Forman
Signature of Notary Public

My Commission expires July 22, 1994

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of Massachusetts

County of Norfolk ss:

90

On this 31st day of January, ~~1989~~ before me personally appeared Roy P. Creedon, to me personally known, who being by me duly sworn, say that (s)he is the Secretary of Sun Life Assurance Company of Canada, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Robin L. Forman
Signature of Notary Public

My Commission expires July 22, 1994

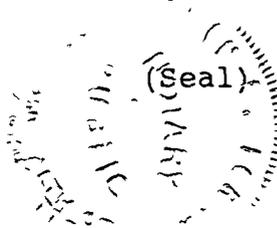
Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of Massachusetts

County of Norfolk ss:

90

On this 31st day of January, ~~1989~~ before me personally appeared L. Brock Thomson, to me personally known, who being by me duly sworn, say that (s)he is the Treasurer of Sun Life Assurance Company of Canada, (U.S.), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Robin L. Forman
Signature of Notary Public

My Commission expires July 22, 1994

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of _____

County of _____ ss:

On this _____ day of _____, 1989 before me personally appeared _____, to me personally known, who being by me duly sworn, say that (s)he is the _____ of Chrysler Capital Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Signature of Notary Public

My Commission expires _____

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of _____

County of _____ ss:

On this _____ day of _____, 1989 before me personally appeared _____, to me personally known, who being by me duly sworn, say that (s)he is the _____ of Sun Life Assurance Company of Canada, (U.S.), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Signature of Notary Public

My Commission expires _____

Corporate Form of Acknowledgement
Pursuant to 49 CFR §1177.3

State of CALIFORNIA

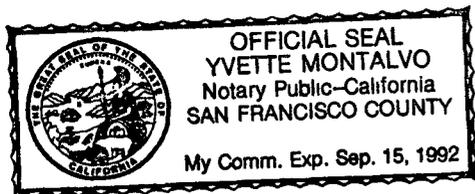
County of SAN FRANCISCO ss:

On this 7TH day of FEBRUARY, 1989 before me personally appeared MARTI ALBERT MACINNES, to me personally known, who being by me duly sworn, say that (s)he is the VICE PRESIDENT of Chrysler Capital Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Yvette Montalvo
Signature of Notary Public

My Commission expires 9-15-92



SOUTHERN PACIFIC COVERED HOPPER CARS

MODEL C 113

CP 496234
SP 496242
CP 496269
SP 496282
SP 496285

MODEL C113: 5 UNITS @ \$5,000.00 EACH TOTAL \$25,000.00

MODEL C 313

SP 496025
SP 496039
SP 496050
SP 496071
SP 496076
SP 496077
CP 496085
SP 496104
SP 496114
SP 496134
SP 496148
SP 496163
SP 496198

SP 496202
SP 496203
SP 496218
CP 496225

SP 496227
SP 496232
SP 496236
SP 496238
SP 496239
SP 496241
SP 496256
SP 496259
SP 496260

SP 496261
SP 496265
SP 496271
SP 496276
SP 496280
SP 496286
CP 496287
SP 496290
SP 496291
SP 496293
SP 496297
MSOR496213
MSOR496254

SP 496300 } *add*
SP 496301 }

MODEL C313: 41 UNITS @ \$5,000.00 EACH TOTAL \$205,000.00

SOUTHERN PACIFIC COVERED HOPPER CARS

MODEL C 612

SP 001001
SP 001002
SP 001003
SP 001005
SP 001006
SP 001007
SP 001008
SP 001010
SP 001017
SP 001019

SP 001024
SP 001026
SP 001027
SP 001033
SP 001035

SP 001039

SP 001041
SP 001042
SP 001043
SP 001047
SP 001048
SP 001050
SP 001051
SP 001053
SP 001054
SP 001055
SP 001058
SP 001061
SP 001062
SP 001066
SP 001069
SP 001070
SP 001073
SP 001074

MODEL C612: 34 UNITS @ \$5,000.00 TOTAL \$170,000.00

SOUTHERN PACIFIC SWITCHER LOCOMOTIVES

MODEL SW 1500

SP 002613
SP 002614
SP 002615
SP 002616
SP 002617
SP 002618
SP 002619
SP 002620
SP 002621

SP 002622
SP 002623
SP 002624
SP 002626
SP 002627
SP 002628
SP 002629
SP 002630

SP 002631
SP 002632
SP 002633
SP 002634
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SP 002637
SP 002638
SP 002639
SP 002641
SP 002642
SP 002644
SP 002645
SP 002646
SP 002648
SP 002649
SP 002650
SP 002651

SP 002653
SP 002668
SP 002669
SP 002670
SP 002671
SP 002672
SP 002673
SP 002674
SP 002676
SP 002677
SP 002678
SP 002679

SP 002680
SP 002681
SP 002682
SP 002683
SP 002684
SP 002685
SP 002686
SP 002687
SP 002688
SP 002689

MODEL SW1500: 57 UNITS @ \$135,000.00 EACH TOTAL \$7,695,000.00

MODEL SD 7

SP 001527
SP 001529
SP 001530
SP 001531
SP 001536
SP 001540

SP 001512
SP 001514
SP 001517
SP 001518
SP 001523
SP 001524

MODEL SD7: 12 UNITS @ \$97,800.00 EACH TOTAL \$1,173,600.00

MODEL SD 35

SP 002961

SP 002968
SP 002969

MODEL SD35: 3 UNITS @ \$100,000.00 EACH TOTAL \$300,000.00

ST LOUIS SOUTHWESTERN COVERED HOPPER CARS

MODEL C 313

SSM 073530	SSM 073597	SSM 073658	SSM 073720	SSM 073789	SSM 073863	SSM 076957
SSM 073531	SSM 073598	SSM 073659	SSM 073721	SSM 073790	SSM 073865	SSM 076958
SSM 073532	SSM 073600	SSM 073660	SSM 073723	SSM 073791	SSM 073866	SSM 076959
SSM 073533	SSM 073601	SSM 073661	SSM 073725	SSM 073792	SSM 073873	SSM 076960
SSM 073534	SSM 073602	SSM 073663	SSM 073726	SSM 073793	SSM 073875	SSM 076962
SSM 073535	SSM 073603	SSM 073665	SSM 073727	SSM 073794	SSM 076900	SSM 076964
SSM 073536	SSM 073604	SSM 073666	SSM 073728	SSM 073796	SSM 076901	SSM 076965
SSM 073537	SSM 073605	SSM 073667	SSM 073731	SSM 073798	SSM 076902	SSM 076966
SSM 073538	SSM 073606	SSM 073668	SSM 073732	SSM 073799	SSM 076903	SSM 076967
SSM 073540	SSM 073607	SSM 073669	SSM 073734	SSM 073802	SSM 076904	SSM 076968
SSM 073541	SSM 073608	SSM 073671	SSM 073735	SSM 073804	SSM 076905	SSM 076969
SSM 073542	SSM 073610	SSM 073672	SSM 073737	SSM 073807	SSM 076907	SSM 076973
SSM 073543	SSM 073612	SSM 073674	SSM 073738	SSM 073811	SSM 076908	SSM 076976
SSM 073545	SSM 073613	SSM 073676	SSM 073739	SSM 073812	SSM 076909	SSM 076977
SSM 073546	SSM 073615	SSM 073678	SSM 073740	SSM 073813	SSM 076911	SSM 076978
SSM 073547	SSM 073616	SSM 073680	SSM 073742	SSM 073817	SSM 076912	SSM 076979
SSM 073550	SSM 073617	SSM 073681	SSM 073744	SSM 073818	SSM 076913	SSM 076980
SSM 073551	SSM 073618	SSM 073682	SSM 073745	SSM 073818	SSM 076914	SSM 076981
SSM 073552	SSM 073620	SSM 073683	SSM 073746	SSM 073820	SSM 076915	SSM 076982
SSM 073554	SSM 073621	SSM 073684	SSM 073747	SSM 073821	SSM 076917	SSM 076985
SSM 073557	SSM 073622	SSM 073685	SSM 073749	SSM 073822	SSM 076918	SSM 076986
SSM 073558	SSM 073623	SSM 073688	SSM 073750	SSM 073823	SSM 076918	SSM 076987
SSM 073559	SSM 073624	SSM 073689	SSM 073751	SSM 073824	SSM 076920	SSM 076988
SSM 073562	SSM 073625	SSM 073691	SSM 073754	SSM 073825	SSM 076921	SSM 076989
SSM 073565	SSM 073626	SSM 073692	SSM 073759	SSM 073826	SSM 076922	SSM 076990
SSM 073567	SSM 073629	SSM 073694	SSM 073760	SSM 073827	SSM 076924	SSM 076991
SSM 073570	SSM 073631	SSM 073695	SSM 073763	SSM 073828	SSM 076925	SSM 076993
SSM 073571	SSM 073632	SSM 073696	SSM 073765	SSM 073830	SSM 076926	SSM 076994
SSM 073572	SSM 073633	SSM 073697	SSM 073765	SSM 073831	SSM 076927	SSM 076997
SSM 073574	SSM 073634	SSM 073698	SSM 073766	SSM 073832	SSM 076930	SSM 076998
SSM 073575	SSM 073636	SSM 073699	SSM 073767	SSM 073833	SSM 076933	SSM 076998
SSM 073576	SSM 073637	SSM 073700	SSM 073769	SSM 073834	SSM 076935	SSM 076999
SSM 073578	SSM 073638	SSM 073701	SSM 073770	SSM 073835	SSM 076936	SSM 076999
SSM 073579	SSM 073640	SSM 073702	SSM 073771	SSM 073836	SSM 076938	SSM 076999
SSM 073580	SSM 073642	SSM 073703	SSM 073772	SSM 073837	SSM 076939	SSM 076999
SSM 073581	SSM 073643	SSM 073704	SSM 073773	SSM 073840	SSM 076940	SSM 076999
SSM 073582	SSM 073644	SSM 073705	SSM 073774	SSM 073841	SSM 076944	SSM 076999
SSM 073583	SSM 073645	SSM 073709	SSM 073775	SSM 073842	SSM 076946	SSM 076999
SSM 073584	SSM 073646	SSM 073711	SSM 073776	SSM 073843	SSM 076948	SSM 076999
SSM 073585	SSM 073648	SSM 073712	SSM 073777	SSM 073844	SSM 076949	SSM 076999
SSM 073588	SSM 073650	SSM 073713	SSM 073778	SSM 073846	SSM 076950	SSM 076999
SSM 073590	SSM 073651	SSM 073714	SSM 073780	SSM 073848	SSM 076951	SSM 076999
SSM 073592	SSM 073652	SSM 073716	SSM 073781	SSM 073850	SSM 076952	SSM 076999
SSM 073594	SSM 073654	SSM 073717	SSM 073783	SSM 073853	SSM 076953	SSM 076999
SSM 073595	SSM 073656	SSM 073718	SSM 073786	SSM 073855	SSM 076954	SSM 076999
SSM 073596	SSM 073657	SSM 073719	SSM 073787	SSM 073856	SSM 076955	SSM 076999
				SSM 073861	SSM 076956	SSM 076999

MODEL C313: 339 UNITS @ \$12,000.00 EACH \$4,068,000.00

SSM 073500
SSM 073501
SSM 073502
SSM 073503
SSM 073504
SSM 073506
SSM 073507
SSM 073509
SSM 073510
SSM 073511
SSM 073512
SSM 073513
SSM 073514
SSM 073516
SSM 073517
SSM 073519
SSM 073520
SSM 073521
SSM 073522
SSM 073523
SSM 073524
SSM 073525
SSM 073526
SSM 073527
SSM 073528
SSM 073529

ST LOUIS SOUTHWESTERN COVERED HOPPER CARS

MODEL C 313

SCM 073752	SCM 074014	SCM 074106	SSM 074189	SSM 074266	SSM 074362	SSM 074448	SSM 073761
SSM 073755	SCM 074015	SSM 074107	SSM 074191	SSM 074267	SCM 074363	SSM 074449	SSM 073762
	SSM 074016	SSM 074109	SSM 074192	SSM 074269	SSM 074364	SSM 074450	SSM 073797
SSM 073923	SSM 074017	SSM 074110	SSM 074193	SSM 074270	SSM 074365	SSM 074452	SSM 073809
SSM 073924	SCM 074018	SSM 074111	SSM 074195	SSM 074271	SSM 074366	SSM 074453	SSM 073814
SSM 073925	SSM 074020	SCM 074112	SSM 074196	SSM 074272	SCM 074367	SSM 074454	SSM 073815
SCM 073926	SSM 074021	SCM 074113	SCM 074197	SSM 074273	SSM 074368	SSM 074456	SSM 073819
SSM 073928	SSM 074022	SCM 074114	SSM 074198	SSM 074274	SSM 074369	SSM 074457	SSM 073839
SCM 073929	SCM 074023	SCM 074115	SSM 074199	SSM 074276	SSM 074372	SSM 074458	SSM 073849
SSM 073930	SCM 074024	SCM 074116	SSM 074202	SSM 074277	SSM 074375	SSM 074459	SSM 073851
SSM 073933	SSM 074026		SSM 074203	SSM 074279	SSM 074376	SSM 074460	SSM 073860
SCM 073934	SSM 074028	SSM 074117	SSM 074205	SSM 074280	SSM 074378	SCM 074462	SSM 073864
SSM 073936	SSM 074029	SSM 074118	SSM 074206	SSM 074282	SSM 074379	SCM 074463	SSM 073867
SSM 073937	SSM 074030	SSM 074119	SSM 074208	SSM 074284	SSM 074380	SSM 074465	SSM 073868
SSM 073940	SSM 074031	SSM 074121	SSM 074209	SSM 074288	SSM 074381	SSM 074466	SSM 073869
SSM 073941	SSM 074032	SSM 074122	SSM 074210	SSM 074290	SSM 074383	SCM 074467	SSM 073871
SSM 073942	SSM 074033	SSM 074123	SSM 074211	SSM 074291	SSM 074384	SSM 074468	SSM 073872
SCM 073944	SSM 074034	SSM 074125	SSM 074212	SSM 074292	SSM 074385	SSM 074470	SSM 073875
SSM 073945	SSM 074035	SSM 074126	SSM 074213	SCM 074294	SSM 074386	SSM 074471	SSM 073876
SCM 073947	SSM 074036	SSM 074128	SSM 074214	SCM 074298	SSM 074388	SSM 074472	SSM 073878
SSM 073948	SSM 074037	SSM 074129	SSM 074215	SCM 074299	SSM 074389	SCM 074474	SSM 073879
SCM 073949	SSM 074038	SSM 074131	SSM 074218	SSM 074300	SSM 074390	SCM 074477	SSM 073880
SCM 073951	SCM 074040	SSM 074134	SSM 074218	SSM 074302	SSM 074391	SCM 074479	SSM 073881
SCM 073952	SSM 074041	SSM 074136	SSM 074219	SSM 074304	SSM 074393		SSM 073883
SSM 073953	SSM 074043	SCM 074137	SSM 074220	SSM 074305	SSM 074395	SCM 074480	SSM 073885
SSM 073955	SCM 074044	SSM 074138	SSM 074221	SSM 074307	SSM 074398	SSM 074481	SSM 073887
SSM 073958	SSM 074045	SSM 074139	SSM 074222	SSM 074310	SSM 074399	SSM 074482	SSM 073888
SCM 073959	SCM 074046	SSM 074140	SSM 074224	SSM 074311	SSM 074400	SSM 074483	SSM 073889
SSM 073960	SCM 074047	SSM 074141	SSM 074225	SSM 074312	SSM 074401	SCM 074484	SSM 073890
SSM 073961	SCM 074049	SSM 074142	SSM 074226	SSM 074314	SSM 074402	SSM 074485	SSM 073891
SSM 073962	SSM 074054	SSM 074143	SSM 074227	SCM 074315	SSM 074403	SSM 074487	SSM 073892
SSM 073966	SSM 074057	SSM 074144	SSM 074228	SSM 074316	SSM 074404	SSM 074488	SSM 073895
SSM 073967	SSM 074059	SSM 074146	SCM 074229	SSM 074318	SSM 074405	SSM 074489	SSM 073896
SSM 073968	SSM 074061	SSM 074148	SSM 074230	SSM 074319	SSM 074408	SSM 074490	SSM 073898
SSM 073969	SSM 074062	SSM 074148	SCM 074231	SSM 074319	SSM 074409	SSM 074492	SSM 073899
SCM 073971	SSM 074063	SSM 074149	SCM 074233	SSM 074321	SSM 074410	SSM 074493	SSM 073901
SSM 073972	SSM 074064	SSM 074150	SCM 074234	SSM 074323	SSM 074411	SSM 074495	SSM 073902
SSM 073973	SSM 074065	SSM 074151	SSM 074236	SCM 074325	SSM 074412	SSM 074496	SSM 073903
SSM 073974	SSM 074066	SSM 074152	SSM 074237	SCM 074326	SSM 074413	SSM 074497	SSM 073904
SCM 073976	SSM 074067	SSM 074153	SSM 074238	SSM 074327	SSM 074414	SSM 074498	SSM 073906
SSM 073977	SSM 074068	SSM 074154	SSM 074239	SSM 074328	SSM 074415	SSM 074499	SSM 073907
SSM 073978	SSM 074069	SSM 074155	SSM 074240	SSM 074329	SCM 074416	SSM 074500	SSM 073907
SCM 073979	SSM 074070	SSM 074158	SSM 074241	SSM 074330	SCM 074417	SSM 074501	SSM 073912
SCM 073980	SSM 074071	SSM 074159	SSM 074242	SSM 074331		SSM 074502	SSM 073913
SCM 073981	SCM 074075	SSM 074160	SSM 074243	SSM 074332	SCM 074418	SSM 074503	SSM 073914
SSM 073982	SSM 074076	SSM 074162	SSM 074244	SSM 074333	SSM 074419	SSM 074504	SSM 073919
SCM 073985	SCM 074077	SSM 074163	SSM 074245	SSM 074334	SSM 074420	SSM 074505	SSM 073921
SCM 073987	SCM 074077	SSM 074165	SSM 074246	SSM 074336	SSM 074421	SSM 074506	SSM 073922
SSM 073988	SSM 074078	SSM 074166	SSM 074247	SSM 074338	SSM 074422	SSM 074507	
	SCM 074079	SSM 074167	SSM 074247	SSM 074337	SSM 074424	SSM 074508	
	SSM 074081	SSM 074167	SSM 074248	SCM 074340	SSM 074425	SSM 074509	
SCM 073990	SSM 074082	SSM 074169	SSM 074249	SSM 074341	SSM 074427	SSM 074510	
SSM 073991	SSM 074082	SSM 074170	SSM 074249	SSM 074342	SSM 074428	SSM 074511	
SSM 073992	SSM 074084	SCM 074171	SSM 074250	SSM 074343	SCM 074428	SSM 074512	
SCM 073994	SSM 074085	SCM 074172	SSM 074251	SSM 074345	SSM 074430	SSM 074513	
SSM 073996	SSM 074087	SCM 074173	SSM 074253	SSM 074348	SSM 074431	SSM 074514	
SSM 073998	SSM 074088	SCM 074174	SSM 074254	SSM 074346	SSM 074432	SSM 074515	
SSM 073999	SSM 074089	SCM 074175	SSM 074255	SSM 074347	SSM 074433	SSM 074516	
SSM 074000	SSM 074090		SSM 074256	SSM 074349	SSM 074434	SSM 074517	
SSM 074001	SSM 074094	SSM 074176	SSM 074257	SSM 074350	SSM 074435	SSM 074518	
SSM 074002	SSM 074095	SSM 074177	SSM 074258	SSM 074351	SSM 074436	SSM 074519	
SSM 074003	SSM 074096	SSM 074179	SSM 074259	SSM 074352	SSM 074437	SSM 074520	
SSM 074007	SSM 074097	SSM 074181	SSM 074260	SCM 074354	SSM 074439	SSM 074521	
SSM 074010	SSM 074098	SSM 074182	SSM 074261	SCM 074355	SSM 074440	SSM 074522	
SSM 074011	SSM 074099	SSM 074183	SSM 074262	SCM 074356	SCM 074442	SSM 074523	
SSM 074012	SSM 074101	SSM 074183	SSM 074262	SCM 074357	SSM 074444	SSM 074524	
SSM 074013	SSM 074102	SSM 074184	SSM 074263	SCM 074358	SCM 074445	SSM 074525	
	SSM 074102	SSM 074185	SSM 074264	SSM 074359	SSM 074446	SSM 074526	
	SSM 074104	SSM 074187	SSM 074265	SCM 074361	SSM 074447		

MODEL C313: 492 UNITS @ \$14,000.00 EACH TOTAL \$6,898,000.00