

18429-D

Taylor, Morell & Gitomer

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January 28, 1994

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

Dear Secretary Strickland:

I have enclosed six originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Interim Security Agreement Termination, a secondary document, dated January 28, 1994. The primary document to which this is connected is recorded under Recordation No. 18429. We request that this document be recorded under Recordation No. 18429-A.

The names and addresses of the parties to the Interim Security Agreement Termination are:

Secured Party:

Gunderson, Inc.
4350 N. W. Front Avenue
Portland, OR 97210

Borrower:

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

A description of the equipment covered by the Interim Security Agreement Termination consists of 30 Maxi-Stack III double stack Container railcars numbered SP 513900-513929, inclusive.

RECEIVED
OFFICE OF THE
SECRETARY
JAN 28 11 51 AM 1994
LICENSING BRANCH

Counterpart of [Signature]

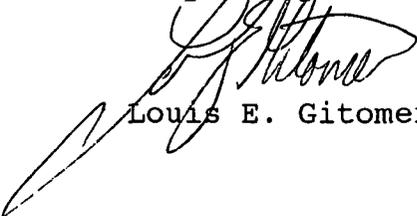
Honorable Sidney L. Strickland, Jr.
January 28, 1994
Page 2

A fee of \$18.00 is enclosed. Please return five originals
to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index
follows: an Interim Security Agreement Termination, between
Gunderson, Inc., 4350 N. W. Front Avenue, Portland, OR 97210,
and Southern Pacific Transportation Company, One Market Plaza,
San Francisco, CA 94105, covering 30 Maxi-Stack III double stack
Container railcars numbered SP 513900-513929, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Louis E. Gitomer
Taylor Morell & Gitomer
919 18th Street, NW
Washington, DC 20006

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 January 28, 1994 at 11:55 AM , and assigned
recording number(s). 18429-A

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18429-A
RECORDATION NO. 18429 FILED 1/28/94

JAN 28 1994 11:05 AM

INTERSTATE COMMERCE COMMISSION

INTERIM SECURITY AGREEMENT TERMINATION, dated January 28, 1994, between Southern Pacific Transportation Company, a Delaware corporation (the "Interim Debtor"), and Gunderson, Inc., an Oregon corporation (the "Interim Secured Party").

WHEREAS, the Interim Debtor and the Interim Secured Party have entered into a Memorandum of Security Agreement, dated as of September 23, 1993 (the "Interim Security Agreement"), covering 30 Maxi-Stack III Double Stack Container Cars (having road numbers SP 513900 through and including SP 513929) (collectively, the "Units");

WHEREAS, the Interim Security Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303 on October 12, 1993, at 11:05 a.m., and was filed under Recordation No. 18429; and

WHEREAS, the Interim Debtor and the Interim Secured Party desire to terminate the Interim Security Agreement with respect to the Units and to record such termination with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, the Interim Debtor and the Interim Secured Party hereby agree as follows:

SECTION 1. Termination of Interim Security Agreement as to Certain Units. The Interim Secured Party and the Interim Debtor hereby terminate the Interim Security Agreement and hereby terminate the purchase-money equipment security interest granted in favor of the Interim Secured Party pursuant to the letter agreement dated September 22, 1993 between the Interim Debtor and the Interim Secured Party.

SECTION 2. Recordation with ICC. The Interim Secured Party and the Interim Debtor agree to record this instrument with the ICC on the date hereof or as promptly as practical thereafter.

SECTION 3. Counterparts. This Interim Security Agreement Termination may be executed by the parties hereto in one or more separate counterparts, and all of said counterparts taken together shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this Agreement to be duly executed by their authorized officers as of the day and year first above written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: *Lyndal Buckner*

Title: *Treasurer*

GUNDERSON, INC.

By: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Agreement to be duly executed by their authorized officers as of the day and year first above written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: _____

Title: _____

GUNDERSON, INC.

By: *A L Ballo*

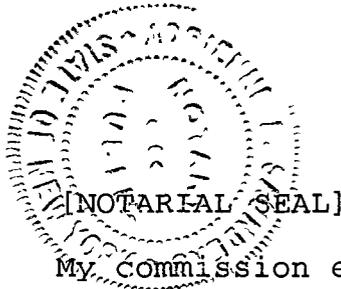
Title: *Vice President and Operating Officer*

STATE OF *New York*)
COUNTY OF *New York*) SS

On this 26th of January, 1994, before me personally appeared Lynn Ducken, to me personally known, who being by me duly sworn, said that she is Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY, that said instrument was signed on behalf of said corporation on such day 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 association.

Adrienne F Saunders

Notary Public



ADRIENNE F SAUNDERS
NOTARY PUBLIC, State of New York
No. 01SA5019190
Qualified in New York County
Commission Expires October 18, 1995

My Commission expires: _____

