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WRITER'S DIRECTOR

RECORDATION NO. 18223

FILED 1425

MAY 4 1993 3:25 PM

INTERSTATE COMMERCE COMMISSION

3-124A045

May 3, 1993

VIA FEDERAL EXPRESS

Secretary
Interstate Commerce Commission
Room 2303
Washington, DC 20423

RECORDATION NO. 18223

FILED 1425

MAY 4 1993 3:25 PM

Attention: Mrs. Mildred Lee

INTERSTATE COMMERCE COMMISSION

Re: DOCUMENTS FOR RECORDATION

Dear Mr. Strickland:

I am an attorney representing a party to the enclosed documents. I have enclosed six (6) original counterparts of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The first document is a Railcar Lease Agreement, a primary document, dated as of April 28, 1993.

The second document is an Acceptance Certificate, a secondary document, dated as of April 29, 1993.

The primary document to which this document is connected is the Railcar Lease Agreement described above.

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

Lessor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

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

May 3, 1993

A description of the equipment covered by the foregoing documents follows:

115 3870 cubic foot 100 ton aluminum rapid discharge hopper cars having the following marks and numbers: CTRN 400001 through 400115 (inclusive).

A fee of \$32.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number in the enclosed self-addressed envelope.

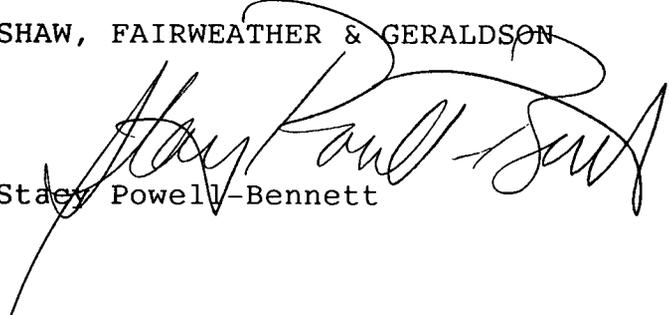
A short summary of the documents to appear in the index follows:

1. Railcar Lease Agreement between Southern Pacific Transportation Company, San Francisco, California, and The CIT Group/Equipment Financing, Inc., New York, New York, dated as of April 28, 1993, and covering 115 rapid discharge hopper cars.
2. Supplement and Acceptance Certificate between Southern Pacific Transportation Company, San Francisco, California, and The CIT Group/Equipment Financing, Inc., New York, New York, dated as of April 29, 1993, and covering 115 rapid discharge hopper cars.

Yours very truly,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Stacy Powell-Bennett

SPB/cjp
1149P

Enclosures

cc: Richard Demarest Yant
Paul Lechner
Timothy White
Gary Laakso

Interstate Commerce Commission
Washington, D.C. 20423

5/5/93

OFFICE OF THE SECRETARY

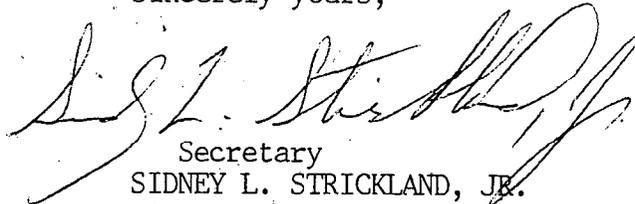
Stacey Powell-Bennett
Seyfarth, Shaw Fairweather & Geraldson
55 East Monroe Street, Suite 4200
Chicago, Illinois 60603-5803

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 5/4/93 at 3:25pm, and assigned
recording number(s).

18223 & 18223-A

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

MAY 4 1993 3:25 PM

SUPPLEMENT AND ACCEPTANCE CERTIFICATE

INTERSTATE COMMERCE COMMISSION

Commencement Date: April 29, 1993

THIS SUPPLEMENT AND ACCEPTANCE CERTIFICATE is executed and delivered by THE CIT GROUP/EQUIPMENT FINANCING, INC. ("Lessor") and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("Lessee") pursuant to and in accordance with the Railcar Lease Agreement dated as of April 28, 1993 between Lessor and Lessee (the "Lease", the defined terms therein being used herein with their defined meanings).

1. The Units covered by this Certificate are described in Schedule 1, Part A attached hereto, and Schedule 1, Part A provides for the Lease Term and Commodity for such Units.

2. The rent for the Units is set forth on Schedule 1, Part B.

3. The Stipulated Loss Values for the Units are as set forth on Schedule 2.

4. Lessee confirms that

(a) the Units covered hereby have been inspected by Lessee, have been delivered to Lessee at Pueblo, Colorado, in good working order and condition and are of the size, design, capacity and manufacture selected by Lessee;

(b) Lessee irrevocably accepts said Units "AS-IS, WHERE-IS" for all purposes of the Lease as of the Commencement Date set forth above;

(c) the rent for each Unit will commence on the Commencement Date and will be payable on or before the first day of the first calendar month thereafter.

IN WITNESS WHEREOF, Lessee has caused this Acceptance Certificate to be duly executed by its duly authorized officer as of the Commencement Date set forth above.

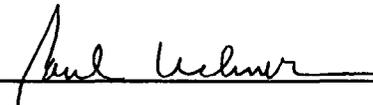
LESSEE:

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: 
Title: DCMFE

ACCEPTED AND AGREED TO AS OF THE
DATE SET FORTH ABOVE

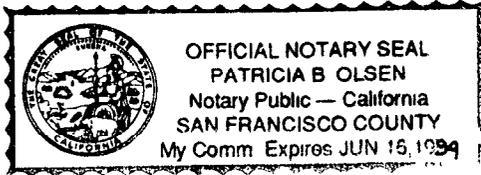
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Title: VICE PRESIDENT

ACKNOWLEDGMENTS

State of California)
County of San Francisco) ss.

On this 28th day of April, 1993, before me personally appeared PAUL A. LECTNER, to me personally known, who, being by me duly sworn, did say that he is a VICE PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed 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 the corporation.



Patricia B. Olsen
Notary Public

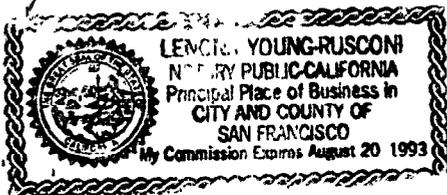
My commission expires: June 16, 1994

ATTACH CALIFORNIA FORM OF ACKNOWLEDGEMENT

STATE OF CALIFORNIA } ss
City and County of San Francisco

On this 29th day of April in the year One Thousand Nine Hundred and Ninety-three
before me, LENONA YOUNG-RUSCONI, a Notary Public in and for the City and County of San Francisco, State of California, personally appeared

D. C. Orris



known to me to be the Executive Vice President-
Distribution Services

of the corporation _____ described in and that executed the within instrument, and also known
to me to be the person _____ who executed it on behalf of the corporation _____ therein named
and _____ he _____ acknowledged to me that such corporation _____ executed the same

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my
office in the City and County of San Francisco, the day and year in this certificate first above
written

Lenora Young-Rusconi

Notary Public in and for the City and County of San Francisco, State of California

Corporation

My Commission Expires August 20, 1993

SCHEDULE 1

Part A:

Units: 115-3870 cubic foot 100 ton aluminum rapid discharge hopper cars, 1991 Bethlehem Steel built, originally bearing marks MCHX and running numbers in series 30815-31044 (inclusive) and to be remarked to bear marks CTRN and numbers: 400001 through 400115 (inclusive).

AAR Mechanical Design: HTS

AAR Car Type Code: K341

Term: Expiring April 30, 2008

SP RAPID DISCHARGE TRAIN NUMBERS

COUNTING NUMBER		OLD NUMBERS		NEW NUMBERS
1	MCHX	30815	CTRN	400084
2	MCHX	30816	CTRN	400022
3	MCHX	30818	CTRN	400020
4	MCHX	30820	CTRN	400097
5	MCHX	30821	CTRN	400030
6	MCHX	30822	CTRN	400025
7	MCHX	30824	CTRN	400032
8	MCHX	30825	CTRN	400049
9	MCHX	30826	CTRN	400003
10	MCHX	30827	CTRN	400108
11	MCHX	30831	CTRN	400098
12	MCHX	30832	CTRN	400113
13	MCHX	30833	CTRN	400112
14	MCHX	30835	CTRN	400091
15	MCHX	30837	CTRN	400051
16	MCHX	30838	CTRN	400009
17	MCHX	30839	CTRN	400058
18	MCHX	30840	CTRN	400004
19	MCHX	30841	CTRN	400007
20	MCHX	30845	CTRN	400080
21	MCHX	30850	CTRN	400024
22	MCHX	30852	CTRN	400053
23	MCHX	30853	CTRN	400014
24	MCHX	30854	CTRN	400071
25	MCHX	30856	CTRN	400052
26	MCHX	30857	CTRN	400034
27	MCHX	30860	CTRN	400115
28	MCHX	30861	CTRN	400083
29	MCHX	30862	CTRN	400092
30	MCHX	31041	CTRN	400042
31	MCHX	30868	CTRN	400111
32	MCHX	30864	CTRN	400045
33	MCHX	30866	CTRN	400006
34	MCHX	30867	CTRN	400076
35	MCHX	30869	CTRN	400082
36	MCHX	30870	CTRN	400090
37	MCHX	30873	CTRN	400103
38	MCHX	30876	CTRN	400043
39	MCHX	30880	CTRN	400062
40	MCHX	30881	CTRN	400019
41	MCHX	30882	CTRN	400100
42	MCHX	30883	CTRN	400023
43	MCHX	30886	CTRN	400039
44	MCHX	30887	CTRN	400026
45	MCHX	30888	CTRN	400040
46	MCHX	30889	CTRN	400096
47	MCHX	30895	CTRN	400017

SCHEDULE 2

Stipulated Loss Values

Rent Payment Date

Stipulated Loss Value

[DELETED FOR FILING]

SP RAPID DISCHARGE TRAIN NUMBERS

COUNTING NUMBER		OLD NUMBERS		NEW NUMBERS
95	MCHX	30944	CTRN	400018
96	MCHX	30947	CTRN	400038
97	MCHX	30948	CTRN	400102
98	MCHX	30951	CTRN	400055
99	MCHX	30952	CTRN	400086
100	MCHX	30954	CTRN	400105
101	MCHX	30956	CTRN	400021
102	MCHX	30957	CTRN	400011
103	MCHX	31009	CTRN	400109
104	MCHX	31010	CTRN	400070
105	MCHX	31012	CTRN	400044
106	MCHX	31014	CTRN	400104
107	MCHX	31043	CTRN	400089
108	MCHX	31016	CTRN	400068
109	MCHX	31018	CTRN	400060
110	MCHX	31022	CTRN	400077
111	MCHX	31023	CTRN	400002
112	MCHX	31027	CTRN	400056
113	MCHX	31030	CTRN	400066
114	MCHX	31031	CTRN	400094
115	MCHX	31032	CTRN	400114

Part B:

Rent: [DELETED FOR FILING]

SCHEDULE 2

Stipulated Loss Values

Rent Payment Date

Stipulated Loss Value

[DELETED FOR FILING]