



St. Louis Southwestern Railway Company

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

May 7, 1990

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

0-188A020
RECORDATION NO. 7421 FILED 1425

MAY 8 1990 -10 55 AM
INTERSTATE COMMERCE COMMISSION

RE: Southern Pacific Equipment Company and
St. Louis Southwestern Railway Company
Equipment Lease dated September 18, 1973

Dear Ms. McGee:

Enclosed are an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Supplemental Equipment Lease Agreement, a secondary document, dated September 30, 1988. The primary document to which this is connected is recorded under Recordation No. 7421.

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

Lessor: Southern Pacific Equipment Company
Southern Pacific Building
One Market Plaza
San Francisco, CA 94105

Lessee: St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, CA 94105

A fee of \$15 is enclosed. Please return the recorded counterpart to the undersigned.

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

Termination of the Equipment Lease dated September 18, 1973, as supplemented on March 19, 1974, March 25, 1974, and January 16, 1976, relating to the lease of certain freight cars by Lessor to Lessee.

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Thank you for your cooperation in handling this matter.

Very truly yours,

Louis P. Warchot
Louis P. Warchot
Attorney for St. Louis
Southwestern Railway Company

Enclosures

cc: Mr. L. C. Yarberry
(Attn.: Mr. C. D. Tyler)

RECORDATION NO 142 FILE

MAY 8 1990 -10 55

INTERSTATE COMMERCE COMMISS

SUPPLEMENTAL EQUIPMENT LEASE AGREEMENT

This Supplemental Equipment Lease, made as of this 30th day of September, 1988 by and between Southern Pacific Equipment Company, a California Corporation ("Lessor"), and St. Louis Southwestern Railway Company, a Missouri Corporation ("Lessee").

WHEREAS, The parties entered into an Equipment Lease dated September 18, 1973, as supplemented on March 19, 1974 and March 25, 1974 ("Lease") relating the lease of certain freight cars ("Equipment") by Lessor to Lessee.

WHEREAS, Unless earlier terminated in accordance with the terms therein, the Lease was to have an expiration date as to individual units of Equipment at various periods of time following delivery of the Equipment.

WHEREAS, The parties agreed as of the otherwise applicable termination dates for each unit of Equipment to extend and continue the Lease, under the same terms, until either party gave notice to the other of termination.

WHEREAS, To date neither party has given notice of termination of the Lease.

WHEREAS, The parties now wish to terminate said Lease.

WHEREAS, The parties hereto also desire to confirm in writing their agreement as to the extension and continuation of the terms of the Lease to th date hereof.

NOW THEREFORE

1. Notwithstanding any otherwise applicable provisions of the Lease, the term of the Lease for each unit of Equipment listed in the Equipment Lease Schedule (a) shall be considered to have been extended from the otherwise applicable termination date as to such Equipment and (b) shall have continued full force to the date hereof.

2. Except as otherwise provided herein, all of the terms, covenants, and conditions of the Lease shall have remained in full force and effect to the da hereof.

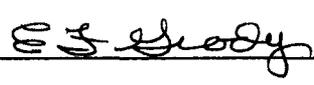
3. The parties mutually agree that the Lease will be terminated as of th date.

IN WITNESS WHEREOF, Lessor and Lessee have duly executed this Third Supplemental Equipment Lease Agreement in duplicate as of the day and year fir above written.

SOUTHERN PACIFIC EQUIPMENT COMPANY



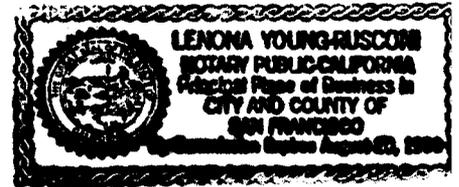
ST. LOUIS SOUTHWESTERN RAILWAY COMPANY



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

On this 30th day of September, 1988, before me personally appeared E. F. Grady, to me personally known, who being by me duly sworn, did depose and say that he is Treasurer of ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Lenona Young-Rusconi
Notary Public in and for the
City and County of San Francisco,
State of California



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

On this 20th day of September, 1988, before me personally appeared B. G. McPhee, to me personally known, who being by me duly sworn, did depose and say that he is President of SOUTHERN PACIFIC EQUIPMENT COMPANY, the corporation described in and which executed the above instrument; that he knows the seal of s corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name there by like order.

Lenona Young-Rusconi
Notary Public in and for the
City and County of San Francisco,
State of California

