

THE WESTERN PACIFIC RAILROAD COMPANY

WESTERN PACIFIC BUILDING, 526 MISSION STREET
SAN FRANCISCO, CALIFORNIA 94105
TELEPHONE: (415) 982-2100

WALTER G. TREANDR
VICE PRESIDENT-LAW

KATHERINE M. GRIFFIN
MICHAEL P. HEARNEY
EUGENE J. TOLER
ATTORNEYS

RECORDATION NO. *8034 B* Filed & Recorded
JUL 21 1976 11 10 AM
INTERSTATE COMMERCE COMMISSION

July 19, 1976

File: 6116-61

6-203A030
Date JUL 21 1976
Fee \$ *10*

DELIVER

Hon. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

ICC Washington, D. C.

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are five (5) originals of Second Amendment to Equipment Lease Agreement dated as of August 15, 1975 between The Western Pacific Railroad Company, 526 Mission Street, San Francisco, California 94105, as Lessee and Seattle-First National Bank, P. O. Box 3586, Seattle, Washington 98124, as Lessor. Prior recording data is: Equipment Lease Agreement recorded on August 28, 1975 at 9:35 a.m. and assigned recordation No. 8034; First Amendment recorded on February 2, 1976 at 9:25 a.m. and assigned recordation No. 8034-A. The document relates to the following railroad equipment:

- 45 70-ton rebuilt box cars rebuilt by Unarco Industries, Inc.; AAR mechanical designation XLI; Road numbers 64951 - 64995, both inclusive

Identifying marks on all of the foregoing equipment: The words "Property of and leased from Seattle-First National Bank subject to an agreement filed under the Interstate Commerce Act, Section 20c" printed on each side of each unit.

Also enclosed is this Company's voucher in the sum of \$10.00 payable to the Interstate Commerce Commission being the prescribed fee for filing and recording the foregoing document.

Please return three (3) of the originals with recordation data stamped thereon to the representative of the

Charles J. ...

office of Kunekl Transportation Services, Inc., 425 - 13th Street, N.W., Suite 523, Washington, D. C. 20004, who will be delivering this letter on our behalf.

Very truly yours,

THE WESTERN PACIFIC RAILROAD COMPANY

By


Vice President-Law

KMG:pra
Attach.

cc: Seattle-First National Bank
P. O. Box 3586
Seattle, Washington 98124

Attention of Michael E. Taft, Esq.

Duncan A. Bayne, Esq.
Davis, Wright, Todd, Riese & Jones
4200 Seattle-First National Bank Bldg.
Seattle, Washington 98154

Interstate Commerce Commission
Washington, D.C. 20423

7/21/76

OFFICE OF THE SECRETARY

• Walter G. Treanor
The Western Pacific RR. Co.
Western Pacific Building
526 Mission Street
San Francisco, Calif. 94105

Dear Sir:

The enclosed document was recorded pursuant to the provisions
of Section 20c of the Interstate Commerce Act, 49 U.S.C. 20c, on
at **11:10am**, and assigned recordation number

7/21/76

Sincerely yours,


Robert L. Oswald
Secretary

8034-B

Enclosure

SE-39
(2/75)

JUL 21 1976 - 11 10 AM

SECOND AMENDMENT TO INTERSTATE COMMERCE COMMISSION
EQUIPMENT LEASE AGREEMENT

This is a Second Amendment to an Equipment Lease Agreement made as of August 15, 1975 between SEATTLE-FIRST NATIONAL BANK, a national banking association (hereinafter called "Lessor") and THE WESTERN PACIFIC RAILROAD COMPANY, a California corporation (hereinafter called "Lessee").

It is agreed that the Equipment Lease Agreement is amended as follows:

That the Stipulated Loss Value Schedule (Pro Forma) attached as Exhibit B to the Equipment Lease Agreement be and it hereby is deleted and the Stipulated Loss Value Schedule attached to this Second Amendment and marked Exhibit B be and it hereby is substituted in its place and stead.

SEATTLE-FIRST NATIONAL BANK

By [Signature]
Title: Asst. Vice Pres.

Attest:
[Signature]
Authorized Officer

THE WESTERN PACIFIC RAILROAD COMPANY

By [Signature]
Title: Vice President - Finance

Attest:
[Signature]
Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 8th day of July, 1976, before me, a Notary Public in and for the State of Washington, personally appeared Michael E. Call to me known to be the Asst. Vice President of SEATTLE-FIRST NATIONAL BANK, the national banking association that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said association, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument, and that the seal affixed thereto, if any, is the seal of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

George Flanagan
NOTARY PUBLIC
in and for the State of Washington, residing at Seattle

(NOTARIAL STAMP)

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

On this 19th day of July, 1976, before me personally appeared R. W. STUMBE, JR., to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of THE WESTERN PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company 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 Company.

Diane Lorette Fafoutis
NOTARY PUBLIC

(NOTARIAL STAMP)



EXHIBIT "B"

ATTACHED TO AND MADE A PART OF
EQUIPMENT LEASE AGREEMENT DATED AS OF AUGUST 15, 1975
BETWEEN SEATTLE-FIRST NATIONAL BANK AND
THE WESTERN PACIFIC RAILROAD COMPANY

STIPULATED LOSS VALUE SCHEDULE

<u>Period</u>	<u>Stipulated Loss Value (%) Equipment Delivered During 1975</u>	<u>Stipulated Loss Value (%) Equipment Delivered During 1976</u>
Dec 75	100 + Expenses	
Feb 76		100 + Expenses
Aug 76	108.640	106.551
Feb 77	107.790	105.855
Aug 77	106.675	104.839
Feb 78	105.339	103.586
Aug 78	103.785	102.107
Feb 79	96.930	100.409
Aug 79	94.948	93.405
Feb 80	92.760	91.274
Aug 80	90.361	88.930
Feb 81	82.673	86.379
Aug 81	79.864	78.529
Feb 82	76.857	75.565
Aug 82	73.643	72.393
Feb 83	65.149	69.022
Aug 83	61.537	60.357
Feb 84	57.736	56.586
Aug 84	53.758	52.610
Feb 85	49.653	48.445
Aug 85	45.391	44.101
Feb 86	40.995	39.627
Aug 86	36.444	34.994
Feb 87	31.774	30.224
Aug 87	26.951	25.298
Feb 88	22.004	20.248
Aug 88	20.000	20.000