

RECORDATION NO. 10386 - A Filed 1425

JUN 29 1979 - 4 30 PM

Interstate Commerce Commission  
Washington, D. C. RECORDATION NO. 1425

JUN 29 1979 - 4 30 PM

INTERSTATE COMMERCE COMMISSION

92180A057  
JUN 29 1979  
Date  
Fee \$ 10.00

ICC Copy  
10386-A  
\$ 10

Gentlemen:

ICC Washington, D. C.

Enclosed for recordation under the provisions of 49 U.S.C. §11303 are the original and 6 counterparts of a First Supplemental Security Agreement dated as of June 29, 1979, supplementing and amending the Security Agreement dated as of May 22, 1979, filed with the Interstate Commerce Commission on May 22, 1979, as document #10386.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Debtor: Mercantile Trust Company National Association, not individually but solely as Trustee under F.I. Trust No. 8  
One Mercantile Center  
St. Louis, Missouri 63101

Secured Party: The First National Bank of Kansas City, as Security Trustee  
Tenth and Baltimore  
Kansas City, Missouri 64141

The undersigned is the Debtor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and 6 copies of the First Supplemental Security Agreement to J. Richard Fisher, Jr., Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Dated:

Very truly yours,

MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, not individually but solely as Trustee under F.I. Trust No. 8

By A. A. Johnson Jr.  
Its Vice President  
DEBTOR AS AFORESAID

FEE OPERATION BRL  
I.C.C.

JUN 29 4 24 PM '79

RECEIVED

Enclosures

Counterparts - C.T. Kappeler

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Hawker Siddeley Canada Ltd.

Description and Mark and  
Number of Items of  
Equipment: 167 100-Ton Covered Hopper Cars,  
AAR Mechanical Designation LO,  
Manufacturer Specification LO-132  
Marked and Numbered:

FLIX 2000 - 2001  
FLIX 2002  
FLIX 2003 - 2004  
FLIX 2005  
FLIX 2006 thru 2028  
FLIX 2031 thru 2036  
FLIX 2037  
FLIX 2038 - 2039  
FLIX 2041  
FLIX 2043 thru 2053  
FLIX 2055 thru 2057  
FLIX 2058  
FLIX 2059 thru 2072  
FLIX 2074 thru 2099  
FLIX 2100 - 2101  
FLIX 2104 thru 2111  
FLIX 2113 thru 2128  
FLIX 2131  
FLIX 2133 thru 2136  
FLIX 2141 thru 2147  
FLIX 2149 thru 2157  
FLIX 2159 thru 2164  
FLIX 2167 thru 2173  
FLIX 2175  
FLIX 2177 thru 2180  
FLIX 2182 thru 2189

Purchase Price of  
Equipment: \$41,313 per Item plus freight,  
insurance and storage charges,  
if any

Place of Delivery: Aurora, Missouri

Outside Acceptance Date: June 30, 1979

SCHEDULE A

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SUPPLEMENTAL INTERSTATE COMMERCE COMMISSION  
SECURITY AGREEMENT

This FIRST SUPPLEMENTAL SECURITY AGREEMENT dated as of June 29, 1979 is between MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, a national banking association, not individually but solely as a trustee (the "Debtor") under a Trust Agreement dated as of May 22, 1979 with BameriLease Capital Corporation, a California corporation, and The First National Bank of Kansas City (the "Security Trustee").

WHEREAS, the Debtor and the Security Trustee have entered into a certain Security Agreement dated as of May 22, 1979 (the "Security Agreement", the defined terms therein being used herein with the same meanings) and recorded as document #10386 in the records of the Interstate Commerce Commission on May 22, 1979, which Security Agreement provides, among other things, for a security interest in certain Items of Equipment of the Debtor to secure the payment of principal and interest on the Notes; and

WHEREAS, Section 9.2 of the Participation Agreement provides for the execution of a Supplemental Security Agreement for the purpose of eliminating from Schedule 2 of the Security Agreement all items of equipment not financed with the proceeds of the Notes;

NOW, THEREFORE, in order to amend the Description of Equipment set forth in Schedule 2 to the Security Agreement and to release and discharge any interest of the Security Trustee in all items of equipment not financed with the proceeds of the Notes, the parties hereto agree as follows:

- 1. The Description of Equipment attached hereto as Schedule 2 shall be substituted for Schedule 2 of the Security Agreement.
- 2. Except as set forth in paragraph 1 hereto, all of the provisions of the Security Agreement are hereby ratified, confirmed and agreed to.
- 3. This First Supplemental Security Agreement is being delivered in the State of Missouri and shall in all respects be governed by, and construed in accordance with, the laws of the State of Missouri; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

IN WITNESS WHEREOF, the parties hereto have caused this First Supplemental Security Agreement to be executed by

their respective officers thereunder duly authorized and the corporate seals to be hereto affixed as of the day and year first above written.

MERCANTILE TRUST COMPANY NATIONAL  
ASSOCIATION, not individually  
but solely as Trustee under  
F.I. Trust No. 8

By O. A. Johnson Jr.  
Its Vice President

(CORPORATE SEAL)

ATTEST:

Victor Zambelli  
asst. Secretary

THE FIRST NATIONAL BANK OF KANSAS  
CITY

By Paul C. ...  
Its SENIOR VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

[Signature]  
Secretary

STATE OF MISSOURI        )  
City                        ) SS  
~~COUNTY~~ OF ST. LOUIS    )

On this 29th day of June, 1979, before me personally appeared **O.A. JOHNSON, JR.**, to me personally known, who being by me duly sworn, says that he is a **Vice President** of MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, that one of the seals 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Berrien Elwes Starr*  
Notary Public  
**Berrien Elwes Starr**

(SEAL)

My commission expires: *7/21/80*

STATE OF MISSOURI        )  
                                  ) SS  
COUNTY OF JACKSON    )

On this 29th day of June, 1979, before me personally appeared **LELAND R. CASADY**, to me personally known, who being by me duly sworn, says that he is a **SENIOR VICE PRESIDENT** of THE FIRST NATIONAL BANK OF KANSAS CITY, that one of the seals 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Nadene Spletstoser*  
Notary Public

(SEAL)

My commission expires:  
**NADENE SPLETSTOSER**  
Notary Public - State of Missouri  
Registered in Jackson County  
My Commission Expires October 1, 1981.

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Hawker Siddeley Canada Ltd.

Description and Mark and  
Number of Items of  
Equipment:

167 100-Ton Covered Hopper Cars,  
AAR Mechanical Designation LO,  
Manufacturer Specification LO-132  
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