

FMC Corporation

Executive Offices
200 East Randolph Drive
Chicago Illinois 60601
(312) 861 6000

May 15, 1979

RECORDATION NO. **10393** Filed 1425

MAY 24 1979 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

FMC

Interstate Commerce Commission
Section of Dockets & Services
Recordation Unit
Room 2227
12th Street & Constitution Avenue N.W.
Washington, D. C. 20423

No. **9-1444010**

Date **MAY 24 1979**

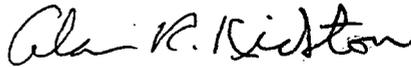
Fee \$ **50.00**

ICC Washington, D. C.

Gentlemen:

Please accept for filing a Security Agreement dated May 4, 1979 between FMC Corporation as manufacturer, and Southern Pacific Transportation Company as purchaser of 377 standard guage box cars to be delivered to the purchaser.

Very truly yours,



Alan R. Kidston
Counsel

ARK/jaz

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MAY 24 10 14 AM '79
I. C. C.
FEE OPERATION BR.

Interstate Commerce Commission
Washington, D.C. 20423

5/30/79

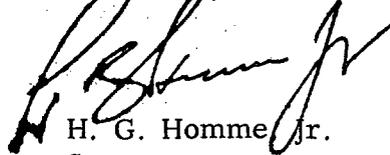
OFFICE OF THE SECRETARY

Alan R. Kidston, Counsel
FMC Corporation
200 East Randolph Drive
Chicago, Illinois 60601

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 5/24/79 at 10:20am, and assigned recordation number(s) 10393

Sincerely yours,



H. G. Homme, Jr.
Secretary

Enclosure(s)

SE-30
(3/79)

SECURITY AGREEMENT

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INTERSTATE COMMERCE COMMISSION

Agreement, dated as of May 4, 1979, between FMC Corporation, a Delaware Corporation ("Manufacturer") and Southern Pacific Transportation Company ("Southern Pacific").

WHEREAS Manufacturer has agreed to construct, sell and deliver to Southern Pacific and Southern Pacific has agreed to purchase various units of new standard gauge boxcars as described in Annex A attached (collectively, the "Boxcars"); and

WHEREAS Southern Pacific wishes Manufacturer to ship the Boxcars at various times prior to payment for the Boxcars and Manufacturer is willing to do so, subject to a security interest;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements, the parties agree as follows:

1. Manufacturer will deliver the Boxcars to Southern Pacific or such other persons as may be designated by Southern Pacific, at Manufacturer's plant, Portland, Oregon, or as shall be determined by mutual agreement of the parties, in accordance with delivery schedules established by the parties; provided, however, that none of the Boxcars shall be delivered under this Agreement until it has been filed and recorded with the Interstate Commerce Commission.

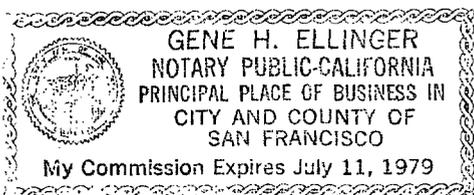
Annex A to
Security Agreement

FMC Corporation reserves a security interest in the following "Boxcars", as provided in the May 4, 1979 Security Agreement between FMC Corporation and Southern Pacific Transportation Company:

<u>Type</u>	<u>Quantity</u>	<u>Road Numbers or Serial Numbers</u>
70-ton 52'8" Boxcars with Double 8' sliding doors and cushion underframes	270	SP 245990- SP 246259 inclusive
70-ton 52'8" Boxcars with Double 8' sliding doors and cushion underframes	7	SP 246408- SP 246414 inclusive
70-ton 52'8" Boxcars with Double 8' sliding doors and cushion underframes	100	SP 246415- SP 246514 inclusive

STATE OF CALIFORNIA)
) SS.
)
COUNTY OF SAN FRANCISCO

On this 17th day of May, 1979, before me personally appeared D.E. ENRIGHT, to me personally known, who being by me duly sworn, says that he is ASSISTANT TREASURER of SOUTHERN PACIFIC TRANSPORTATION COMPANY, 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.



(NOTARIAL SEAL)

Gene H. Ellinger
Notary Public

My Commission expires:

July 11, 1979

STATE OF ILLINOIS)
) SS.
)
COUNTY OF COOK)

On this 15th day of May, 1979, before me personally appeared Daniel C. Smith, to me personally know, who being by me duly sworn, says that he is Vice President of FMC CORPORATION, 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.

(NOTARIAL SEAL)

Judith A. Zeman
Notary Public

My Commission expires: **My Commission Expires Dec. 29, 1982**