

10505-B

No. 9-219A060
Date AUG 7 1979
Fee \$ 10.00

RECORDATION NO. 10505-B Filed 1425
AUG 7 1979 - 11 55 AM

Interstate Commerce Commission
Washington, D. C.

Gentlemen:

ICC, Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under the provisions of 49 U.S.C. §11303 are the original and 6 counterparts of a Second Supplemental Security Agreement dated as of July 9, 1979, supplementing and amending the Security Agreement dated as of June 15, 1979, filed with the Interstate Commerce Commission on June 15, 1979, as document #10505, and supplemented by a First Supplemental Security Agreement dated as of June 29, 1979, filed with the Interstate Commerce Commission on June 29, 1979, as document #10505-A.

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 B. A. Rail Trust No. 1 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 Second 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 B.A. Rail Trust No. 1

I.C.C. FEE OPERATION BR.

AUG 7 11 51 AM '79

RECEIVED

By O.A. Johnson Jr.
Its Vice President

DEBTOR AS AFORESAID

Enclosures

J. Fisher
O. A. Johnson Jr.

AUG 7 1979 - II 55 AM

SUPPLEMENTAL SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

This SECOND SUPPLEMENTAL SECURITY AGREEMENT dated as of July 9, 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 June 15, 1979 with BameriLease Inc., 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 June 15, 1979 and recorded as document #10505 in the records of the Interstate Commerce Commission on June 15, 1979, as supplemented by a First Supplemental Security Agreement dated as of June 29, 1979 and recorded as document #10505-A in the records of the Interstate Commerce Commission on June 29, 1979 (the Security Agreement as supplemented by the First Supplemental Security Agreement being hereinafter referred to as the "Security Agreement", the defined terms therein being used herein with the same meaning) 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 Second 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 Second 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 B.A. Rail Trust No. 1

By *C. A. Johnson J.*
Its Vice President

(CORPORATE SEAL)

ATTEST:

Lillian W. Peay
Assistant Secretary

THE FIRST NATIONAL BANK OF KANSAS CITY

By *Michael J. Patton*
Its V. Pres.

(CORPORATE SEAL)

ATTEST:

DOR Ross
asst Secretary

STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

On this 17th day of July, 1979, before me personally appeared D. 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

(SEAL)

Berrien Elwes Starr

My commission expires: 7/21/80

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

On this 26th day of July, 1979, before me personally appeared MICHAEL J. PATTON, to me personally known, who being by me duly sworn, says that he is a 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:

333 100-Ton Covered Hopper Cars,
AAR Mechanical Designation LO,
Manufacturer Specification LO-132
Marked and Numbered:

FLIX 2029 - 2030
FLIX 2040
FLIX 2042
FLIX 2054
FLIX 2073
FLIX 2102 - 2103
FLIX 2112
FLIX 2129 - 2130
FLIX 2132
FLIX 2137 thru 2140
FLIX 2148
FLIX 2158
FLIX 2165 - 2166
FLIX 2174
FLIX 2176
FLIX 2181
FLIX 2190 thru 2499