

10070-C  
RECORDATION NO. Filed 1425

AUG 28 1979 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

3-240A060

RECORDATION NO. 10770 Filed 1425

AUG 28 1979 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

Date AUG 28 1979

Fee \$ 110.00

CC Washington, D.C.

RECEIVED  
AUG 28 12 17 PM '79  
T.O.C.  
FEE OPERATION BR.

10770-B  
RECORDATION NO. Filed 1425

AUG 28 1979 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

Secretary

Interstate Commerce Commission  
Washington, D.C. 20423

10770-A  
RECORDATION NO. Filed 1425

AUG 28 1979 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

*Counterpart John Decker*

Lease of Equipment dated as of April 6, 1979  
between San Francisco Financial No. III, lessor,  
and The Western Pacific Railroad Company, lessee.

Dear Sir:

Enclosed herewith for filing pursuant to 49  
U.S.C. § 11303 is the Lease of Equipment dated as of  
April 6, 1979, as amended and assigned to First Security  
Bank of Utah, N.A., and the Security and Loan Agreement  
dated as of July 1, 1979 among San Francisco Financial  
No. III, First Security Bank of Utah, N.A., and General  
American Life Insurance Company.

The parties to the transaction are:

Lessor: San Francisco Financial No. III, a partner-  
ship composed of Steiner Sea, Air & Rail  
Co. and AUCO Leasing Co.  
c/o Steiner Sea, Air & Rail Co.  
Spear Street Tower - Suite 2510  
One Market Plaza  
San Francisco, California 94105

Lessee: The Western Pacific Railroad Company,  
526 Mission Street  
San Francisco, CA 94105

NOTE Please file in this order

- |                                      |                                    |
|--------------------------------------|------------------------------------|
| 1) Security and Loan Agreement - A   | 1) Lease of Equipment - New Number |
| 2) Lease of Equipment - A            | 2) Lease Amendment No. 1 - A       |
| 3) Lease Amendment No. 1 - B         | 3) Assignment of Lease - B         |
| 4) Assignment of Lease Agreement - C | 4) Security & Loan Agreement - C   |

Secretary, Interstate  
Commerce Commission

Page 2.

Lender: General American Life Insurance Company  
700 Market Street  
St. Louis, Mo. 63101

Secured  
Party: First Security Bank of Utah, N.A.  
(for the Corporate Trust Department  
Lendor) 79 South Main Street  
Salt Lake City, Utah 84111

The railroad rolling stock covered by the Lease  
is:

30 bi-level auto racks on leased Trailer  
Train flatcars; Lessee road numbers  
WPB 701-730

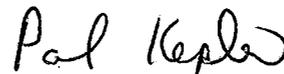
2 tri-level auto racks on leased Trailer  
Train flatcars; Lessee road numbers  
WPR 731-732

5 Wide deck implement flatcars, rebuilt  
from cars in series PC 750000  
Lessee road numbers WP 1902-1906

Please record one original of each document and  
stamp the other four copies and the copy of this letter  
enclosed herewith with the recordation date and return such  
copies to the delivering messenger who will wait.

A check is enclosed in payment of the applicable  
recording fee.

Very truly yours,



Paul Kepler  
President,  
Steiner Sea, Air & Rail Co.,  
Managing partner of  
San Francisco Financial No. III

PK/gm  
Encs.

RECORDATION NO. 10770-12 Filed 1425

SEP 26 1979 10 00 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1 TO SECURITY  
AND LOAN AGREEMENT

THIS SUPPLEMENT NO. 1 TO SECURITY AND LOAN AGREEMENT dated as of August 1, 1979 among San Francisco Financial No. III (the "Debtor"), a partnership composed of Steiner Sea, Air & Rail Co., a Utah corporation, and AUCO Leasing Co., a Utah corporation; First Security Bank of Utah, N.A. (the "Secured Party") as Security Trustee for General American Life Insurance Company (the "Lender"); and the Lender,

WHEREAS, the Debtor, the Secured Party and the Lender have entered into a Security and Loan Agreement dated as of July 1, 1979 (the "Agreement"); and

WHEREAS, the parties desire to add additional Equipment to such Agreement.

NOW THEREFORE, the parties do hereby add the following Equipment Schedule B to the Agreement.

THE WESTERN PACIFIC RAILROAD COMPANY LEASE

30 Bi-Level Auto Racks

Manufacturer: Whitehead & Kales

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68965-68966	WP B-701	TTBX 910319
68967-68968	B-702	930117
68971-68972	B-704	910415
68973-68974	B-705	910590
68979-68980	B-708	930518
68985-68986	B-711	911730
68987-68988	B-712	912007
68989-68990	B-713	913310
68991-68992	B-714	910162
68993-68994	B-715	930183
68995-68996	B-716	912773

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68997-68998	WP B-717	TTBX 910898
68999-69000	B-718	910594
69001-69002	B-719	911804
69003-69004	B-720	930207
69005-69006	B-721	910423
69007-69008	B-722	910679
69015-69016	B-726	910876
69017-69018	B-727	910875
69019-69020	B-728	930149
69021-69022	B-729	930737
69023-69024	B-730	930746

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68969-68970	WP B-703	TTBX 930553
68975-68976	B-706	910211
68977-68978	B-707	912947
68981-68982	B-709	911301
68983-68984	B-710	911650
69009-69010	B-723	911760
69011-69012	B-724	910884
69013-69014	B-725	911305

Aside from the above addition, all other provisions of the Agreement shall remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

[SEAL]

FIRST SECURITY BANK OF UTAH, N.A.,  
not in its individual capacity,  
but solely as Security Trustee  
for the Lender

Attest:

  
Title: TRUST ADMINISTRATOR

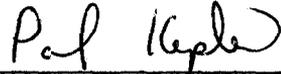
By   
Authorized Officer

[SEAL]

SAN FRANCISCO FINANCIAL NO. III,  
by Steiner Sea, Air & Rail Co.,  
a general partner

Attest:

  
Title: VICE PRESIDENT

By   
Authorized Officer  
PRESIDENT

[SEAL]

GENERAL AMERICAN LIFE INSURANCE  
COMPANY

Attest:

  
Title: Assistant Secretary

By   
Authorized Officer  
Vice President and Treasurer

STATE OF UTAH )  
CITY AND COUNTY OF SALT LAKE )

ss.:

On this 21 day of September,  
1979, before me personally appeared FUCHIA B. EICHERS,  
to me personally known, who, being by me duly sworn, says  
that he is an authorized officer of FIRST SECURITY BANK  
OF UTAH, N.A., that one of the seals affixed to the  
foregoing instrument is the corporate seal of said  
association, that said instrument was signed and sealed  
on behalf of said association 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  
association.

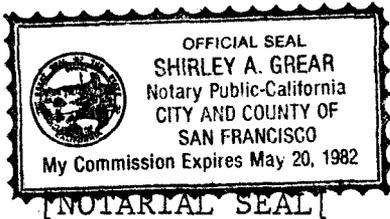
*Theresa L. Hill Corn*  
Notary Public

My Commission Expires November 15, 1981

[Notarial Seal]  
My Commission expires:

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

On this 20<sup>th</sup> day of September,  
1979, before me personally appeared Paul Kepler,  
to me personally known, who, being by me duly sworn,  
says that he is an authorized officer of STEINER SEA,  
AIR & RAIL CO., that one of the seals affixed to the  
foregoing instrument is the corporate seal of said  
association, that said instrument was signed and sealed  
on behalf of said association 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 association.



Shirley A Grear  
Notary Public

My Commission expires: May 20, 1982

STATE OF MISSOURI )  
 )  
COUNTY OF ST. LOUIS ) ss.:

On this 24<sup>th</sup> day of SEPTEMBER, 1979,  
before me personally appeared WILLIAM R MEAD,  
to me personally known, who, being by me duly sworn, says  
that he is the VICE PRESIDENT AND TREASURER of  
GENERAL AMERICAN LIFE INSURANCE COMPANY, that the seal  
affixed to the foregoing instrument is the corporate seal  
of said corporation and 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 a free act and deed of said  
corporation.

  
\_\_\_\_\_  
Notary Public  
KENNETH DELF  
NOTARY PUBLIC STATE OF MISSOURI  
ST LOUIS CO.  
MY COMMISSION EXPIRES AUG. 8 1982  
ISSUED THRU MISSOURI NOTARY ASSOC.

[NOTARY SEAL]

My Commission expires:

RECORDATION NO. 10770-D Filed 1425

269A023

SEP 26 1979 - 10 00 AM

SEP 28 1978

INTERSTATE COMMERCE COMMISSION

10.00

CC Washington, D.C.

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: Lease of Equipment dated as of April 6, 1979 between San Francisco Financial No. III, Lessor, and the Western Pacific Railroad Company, Lessee

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C. § 11303 is Supplement No. 1 to Security and Loan Agreement dated as of August 1, 1979 among San Francisco Financial No. III, First Security Bank of Utah, N.A., and General American Life Insurance Company.

The parties to the transaction are:

Lessor: San Francisco Financial No. III, a partnership, c/o Steiner Sea, Air & Rail Co.  
Spear Street Tower - Suite 2510  
One Market Plaza  
San Francisco, California 94105

Lender: General American Life Insurance Company  
700 Market Street  
St. Louis, Mo. 63101

Secured Party: First Security Bank of Utah, N.A.  
(for the Lendor) Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

The railroad rolling stock covered by Supplement No. 1 to Security and Loan Agreement is:

30 bi-level auto racks which have been affixed to leased Trailer Train flatcars and which bear the following Manufacturer Serial Numbers, Lessee Road Numbers and Trailer Train Flatcar Numbers:

*Mr. Leo -  
this should be  
rec'd by  
10770-D*

*Completed by H.H. Hanson*

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68965-68966	WP B-701	TTBX 910319
68967-68968	B-702	930117
68971-68972	B-704	910415
68973-68974	B-705	910590
68979-68980	B-708	930518
68985-68986	B-711	911730
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68993-68994	B-715	930183
68995-68996	B-716	912773

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68997-68998	WP B-717	TTBX 910898
68999-69000	B-718	910594
69001-69002	B-719	911804
69003-69004	B-720	930207
69005-69006	B-721	910423
69007-69008	B-722	910679
69015-69016	B-726	910876
69017-69018	B-727	910875
69019-69020	B-728	930149
69021-69022	B-729	930737
69023-69024	B-730	930746

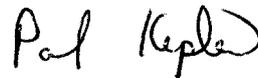
<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68969-68970	WP B-703	TTBX 930553
68975-68976	B-706	910211
68977-68978	B-707	912947
68981-68982	B-709	911301
68983-68984	B-710	911660
69009-69010	B-723	911760
69011-69012	B-724	910884
69013-69014	B-725	911805

The original Security and Loan Agreement was recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 under recordation number 10770-C on August 28, 1979 at 12:20 PM.

Please record one original of each document and stamp the other four copies and the copy of this letter enclosed herewith with the recordation date and return such copies to Allen H. Harrison, Esq. of the law firm of Wilmer, Cutler & Pickering, 1666 K Street, N.W., Washington, D.C., 20006.

A check is enclosed in payment of the applicable recording fee.

Very truly yours,



Paul C. Kepler, President  
Steiner Sea, Air & Rail Co.  
Managing Partner of San Francisco  
Financial No. III

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

9/26/79

**OFFICE OF THE SECRETARY**

Allen H. Harrison, Esq.  
Wilmer, Cutler & Pickering  
1666 K. Street, N.W.  
Washington, D.C. 20006

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 9/26/79 at 10:00am , and assigned re-  
recording number(s). 10770-D & 10770-E

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)