

76.26
15553-1
15553-6

LAW OFFICES

ALVORD AND ALVORD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

RECORDATION NO. 15553 B
Filed 1988

RECORDATION NO. 15553 B
SEP 29 1988 - 2 15 PM
INTERSTATE COMMERCE COMMISSION

SEP 29 1988 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

NO. 8-273A094

Date SEP 29 1988

Fee \$ 26.00

ICC Washington, D.C.

SEP 29 2 09 PM '88
MOTOR VEHICLE DIVISION
1000...
111

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of 1) a Loan Agreement Supplement No. 1 dated as of September 29, 1988 and 2) a Lease Supplement No. 1 dated as of September 29, 1988, both secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The enclosed documents relate to 1) the Loan and Security Agreement dated as of March 30, 1988 and 2) the Lease Agreement dated as of March 30, 1988, which were duly filed and recorded on March 31, 1988 and assigned Recordation Number 15553 and 15553-A, respectively.

The names and addresses of the parties executing the enclosed documents are:

Secured Party/
Lender:

Bank of America National Trust and Savings Association, as Agent
Two Embarcadero Center, 28th Floor
San Francisco, California 94111

Debtor/
Lessor:

Signal Capital Corporation
505 14th Street, Suite 480
Oakland, California 94617
and
Liberty Lane
Hampton, New Hampshire

C.T. Kappler
Candy

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission

Page Two

Lessee: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza, Suite 666
San Francisco, California 94105

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

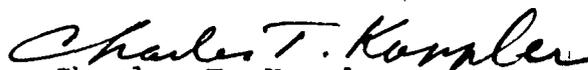
Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Loan Agreement Supplement No. 1 and Lease Supplement No. 1, both dated as of September 29, 1988 covering both deletion and substitution of 10 SD-45 locomotives bearing either SP or SSW marks.

Very truly yours,


Charles T. Kappler

Enclosures

DESCRIPTION OF SUBSTITUTED LOCOMOTIVES

1. OLD MARKS AND NUMBERS:

SP 9302
SSW 9275
SP 9307
SSW 9377
SSW 9399
SP 9253
SSW 9266
SP 9244
SP 9248
SP 9237

2. NEW MARKS AND NUMBERS:

SP 6855
SP 6857
SP 6858
SP 6859
SP 6860
SP 6862
SP 6863
SP 6864
SP 6865
SP 6867

EXHIBIT B
TO
LEASE SUPPLEMENT

DESCRIPTION OF ORIGINAL LOCOMOTIVES

(Deletions)

MARKS AND NUMBERS:

SP 9185
SP 9189
SP 9190
SP 9259
SSW 9164
SSW 9262
SSW 9264
SSW 9272
SSW 9281
SSW 9287

Interstate Commerce Commission
Washington, D.C. 20423

9/29/88

OFFICE OF THE SECRETARY

Charles T Kappler
Alvord & Alvord
918 16th St. 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 9/29/88 at 2:15pm, and assigned recordation number(s). 15553-B & 15553-C

Sincerely yours,

Nerita L. McEue
Secretary

Enclosure(s)

REGISTRATION NO. 15553-
SEP 29 1988 2 14 PM

INTERSTATE COMMERCE COMMISSION

LOAN AGREEMENT SUPPLEMENT NO. 1 (this "Supplement") dated as of September 29, 1988 between SIGNAL CAPITAL CORPORATION, a Delaware corporation ("Owner"), and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a national banking association, as a lender ("Lender") and as agent for the Lenders (in such capacity, together with its successors in such capacity, "Agent").

I N T R O D U C T I O N

A. Owner, Lender and Agent entered into a Loan and Security Agreement dated as of March 30, 1988 (recorded by the Interstate Commerce Commission on March 31, 1988 as Conveyance No. 15553) (the "Loan Agreement"; defined terms therein being used herein as so defined), granting to Agent a security interest in certain locomotives described therein.

B. Owner, Lender, and Agent desire to amend the description of "Units" in the Loan Agreement to allow for the substitution of ten original locomotives with ten replacement locomotives.

ACCORDINGLY, the parties hereto agree as follows:

1. Amendment. Exhibit B to the Loan Agreement, "Description of Units", is hereby amended by adding thereto the locomotives described in Exhibit A hereto and by deleting the locomotives described in Exhibit B hereto.

2. Effect of Supplement. This Supplement shall be construed as supplemental to the Loan Agreement and shall form a part thereof. Except as amended hereby, the Loan Agreement remains in full force and effect.

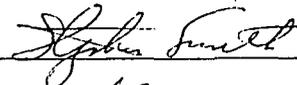
3. Counterparts. This Supplement may be executed, acknowledged and delivered in any number of counterparts, each of such counterparts constituting an original but all together only one Supplement.

4. Governing Law. This Supplement shall be construed in accordance with and governed by the laws of California.

5. Headings. Any headings or captions preceding the text of the several sections hereof are intended solely for convenience of reference and shall not constitute a part of this Supplement nor shall they affect its meaning, construction, or effect.

IN WITNESS WHEREOF, Owner and Agent have caused
this Supplement to be duly executed as of the date first
above written.

SIGNAL CAPITAL CORPORATION,
as Owner

By 
Its VP

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION,
as Agent

By _____
Its _____

IN WITNESS WHEREOF, Owner and Agent have caused
this Supplement to be duly executed as of the date first
above written.

SIGNAL CAPITAL CORPORATION,
as Owner

By _____

Its _____

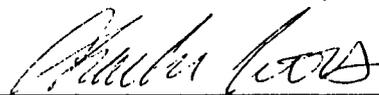
BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION,
as Agent

By *[Handwritten Signature]* _____

Its V. F. _____

STATE OF NEW HAMPSHIRE)
) ss:
COUNTY OF ROCKINGHAM)

On this 28th day of September, 1988, before me personally appeared Stephen F. Smith, to me personally known, who being by me duly sworn, says that he is a Vice President of SIGNAL CAPITAL CORPORATION, a Delaware corporation; that said Instrument was signed 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.



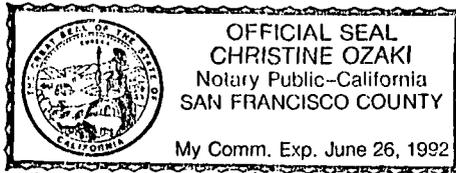
Notary Public
CHARLES W. CROSS, Notary Public
My Commission Expires April 9, 1991

My commission expires: _____

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

On this 28th day of September 1988, before me personally appeared Kirk R. Holtze, to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, said that he is a Vice President of BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a national banking association; that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledges that the execution of the foregoing instrument was the free act and deed of said association.

[SEAL]



Christine Ozaki
Notary Public

My commission expires June 26, 1992

EXHIBIT A
TO
LOAN SUPPLEMENT

DESCRIPTION OF SUBSTITUTED LOCOMOTIVES

1. OLD MARKS AND NUMBERS:

SP 9302
SSW 9275
SP 9307
SSW 9377
SSW 9399
SP 9253
SSW 9266
SP 9244
SP 9248
SP 9237

2. NEW MARKS AND NUMBERS:

SP 6855
SP 6857
SP 6858
SP 6859
SP 6860
SP 6862
SP 6863
SP 6864
SP 6865
SP 6867

EXHIBIT B
TO
LOAN SUPPLEMENT

DESCRIPTION OF ORIGINAL LOCOMOTIVES

deleted units

MARKS AND NUMBERS:

SP 9185
SP 9189
SP 9190
SP 9259
SSW 9164
SSW 9262
SSW 9264
SSW 9272
SSW 9281
SSW 9287