

15553-1  
15553-4

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

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
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

LAW OFFICES  
ALVORD AND ALVORD

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  
SEP 29 1988 - 2 15 PM

INTERSTATE COMMERCE COMMISSION  
RECORDATION NO. 15553 B  
SEP 29 1988

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 OPERATOR  
100 OFFICE

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

*CT. Kappler*  
*Quenly*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission

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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

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

TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE UNITED STATES JURISDICTION), NO SECURITY INTEREST IN THIS LEASE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART CONTAINING THE RECEIPT THEREFOR EXECUTED BY BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION ON THE SIGNATURE PAGE HEREOF.

LEASE SUPPLEMENT NO. 1, dated as of September 29, 1988, between SIGNAL CAPITAL CORPORATION ("Lessor"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("Lessee").

A. Lessor and Lessee have heretofore entered into that certain Lease Agreement dated as of March 30, 1988, (recorded by the Interstate Commerce Commission on March 31, 1988 as conveyance No. 15553-A) relating to certain locomotives described therein (the "Lease Agreement"; defined terms being used herein as so defined).

B. Lessor and Lessee desire to amend the description of "Units" in the Lease Agreement to allow for the substitution of ten original locomotives with ten replacement locomotives.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree as follows:

1. Exhibit A to the Lease 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. Except as amended hereby, the Lease Agreement remains in full force and effect.

3. This Lease Supplement may be executed in any number of counterparts, and each of such counterparts, except as provided in Section 21(a) of the Lease Agreement, shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same Lease Supplement.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed by their authorized officers as of the day and year first above written.

SIGNAL CAPITAL CORPORATION,  
as Lessor

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY, as Lessee

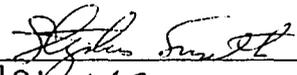
By: \_\_\_\_\_  
Title:

By:   
Title: \_\_\_\_\_

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed by their authorized officers as of the day and year first above written.

SIGNAL CAPITAL CORPORATION,  
as Lessor

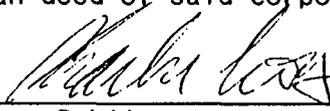
SOUTHERN PACIFIC TRANSPORTATION  
COMPANY, as Lessee

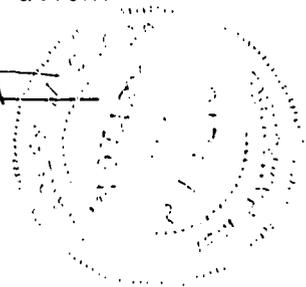
By:   
Title: VP

By: \_\_\_\_\_  
Title: \_\_\_\_\_

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

On this 28<sup>th</sup> 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



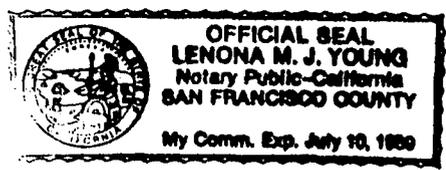
My commission expires: \_\_\_\_\_

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

On this 28th day of September 1988, before me personally appeared E. L. Johnson, 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-Finance of SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation; 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 corporation.

[SEAL]

*Lenona M. J. Young*  
Notary Public



My commission expires \_\_\_\_\_

EXHIBIT A  
TO  
LEASE SUPPLEMENT

DESCRIPTION OF SUBSTITUTED LOCOMOTIVES

*Added units*

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

*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