

**STEINER** | Financial Corporation

9-135A076

1000 RIDC PLAZA • P.O. BOX 11432  
PITTSBURGH, PA 15238 • (412) 963-9975

RECORDATION NO. 14090-19 FILED 1428  
MAY 15 1989 -3 35 PM  
INTERSTATE COMMERCE COMMISSION

May 9, 1989

Certified Mail  
#P135531680  
Interstate Commerce Commission  
Washington, D.C. 20423  
Attn: Mildred Lee, Recordation

Dear Ms. Lee:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment Agreement, a secondary document, dated April 10, 1989.

The primary document to which this is connected is recorded under Recordation No. 14090.

The names and addresses of the parties to the documents are as follows:

Lessor: Steiner Financial Corporation  
1000 RIDC Plaza  
Pittsburgh, PA 15238

Lessee: Western Fuels Association, Inc.  
Magruder Building  
1625 M Street, N.W.  
Washington, D.C. 20036-3210

Note Purchaser: National Cooperative Services Corporation  
1115 30th Street, N.W.  
Washington, D.C. 20007

A description of the equipment covered by the document follows:

MOTOR OPERATING UNIT

MAY 15 3 26 PM '89

115 4,000 cubic foot flat bottom gondola cars, 100-ton nominal capacity bearing numbers:

WFAX 83510 to WFAW 83513 (inclusive)  
WFAX 83515, WFAW 83517  
WFAX 83519 to WFAW 83530 (inclusive)  
WFAX 83532 to WFAW 83534 (inclusive)  
WFAX 83537 to WFAW 83547 (inclusive)  
WFAX 83549 to WFAW 83553 (inclusive)  
WFAX 83555 to WFAW 83557 (inclusive)  
WFAX 83559 to WFAW 83560 (inclusive)  
WFAX 83562 to WFAW 83567 (inclusive)  
WFAX 83570, WFAW 83574, WFAW 83576  
WFAX 83578 to WFAW 83587 (inclusive)  
WFAX 83590 to WFAW 83592 (inclusive)  
WFAX 86625 to WFAW 86639 (inclusive)  
WFAX 83643 to WFAW 83653 (inclusive)  
WFAX 83594 to WFAW 83598, 83600  
WFAX 83602 to WFAW 83608 (inclusive)  
WFAX 83611 to WFAW 83614, 83618  
WFAX 83621 to WFAW 83624 (inclusive)  
WFAX 86640 to WFAW 86642 (inclusive)

A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Steiner Financial Corporation, 1000 RIDC Plaza, P.O. Box 11432, Pittsburgh, PA 15238, Attn: Robert J. Pickett.

Very truly yours,

STEINER FINANCIAL CORPORATION

BY:   
Robert J. Pickett  
Director of Contracts

RJP:ab  
Enclosure  
icc

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

5.16.89

OFFICE OF THE SECRETARY

**Steiner Financial Corp.**  
**1000 RIDC Plaza**  
**P.O.Box 11432**  
**Pittsburgh PA. 15238**  
**Attn: Robert J. Pickett**

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 **5.15.89**, at **3:35pm**, and assigned recordation number(s). **14090-G**

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

REGISTRATION NO. 14090-  
FILED 1409  
MAY 15 1989 - 3 35 PM  
INTERSTATE COMMERCE COMMISSION

**DUPLICATE**  
RECEIVED MAY 05 1989

THIRD  
AMENDMENT AGREEMENT

THIS AMENDMENT AGREEMENT ("Amendment") dated as of April 10, 1989 is between STEINER FINANCIAL CORPORATION, a Utah corporation (the "Lessor" or the "Debtor"), WESTERN FUELS ASSOCIATION, INC., a Wyoming corporation (the "Lessee") and NATIONAL COOPERATIVE SERVICES CORPORATION (the "Note Purchaser").

RECITALS:

WHEREAS, Lessor, Lessee and Note Purchaser have entered into a Participation Agreement dated as of June 30, 1983 and as amended December 1, 1983 (the "Original Participation Agreement") providing for the leveraged lease financing of one hundred and fifteen 4,000 cubic foot flat bottom gondola cars (the "Equipment");

WHEREAS, pursuant to an Equipment Lease dated as of June 30, 1983 (as amended December 1, 1983 and August 30, 1988) and two separate certificates of acceptance (the "Original Lease") Lessor leased the Equipment to the Lessee;

WHEREAS, pursuant to a Security Agreement dated as of June 30, 1983 and as amended December 1, 1983 (the "Original Security Agreement") Lessor provided the Note Purchaser with certain collateral to secure the payment of the Notes (as defined in the Participation Agreement) and the performance of certain of the Lessor's other obligations pursuant to the Original Participation Agreement and the Original Security Agreement;

**DUPLICATE**

WHEREAS, pursuant to a Note Purchase Agreement (the "Note Purchase Agreement") dated as of December 1, 1983 among the Note Purchaser, the National Rural Utilities Cooperative Finance Corporation and the Knights of Columbus, the Note Purchaser has issued 13-1/4% notes to the Knights of Columbus with the intent that the proceeds thereof would be used to replace funds used by the Note Purchaser to purchase the Notes from the Lessor;

WHEREAS, Lessee has notified Lessor and Note Purchaser of casualties to the following eleven (11) items of Equipment:

("Casualty Equipment")

WFAX 83531	WFAX 83601
WFAX 83535	WFAX 83610
WFAX 83548	WFAX 83616
WFAX 83561	WFAX 83619
WFAX 83593	WFAX 83620
WFAX 83599	

WHEREAS, Lessee has also notified Lessor and Note Purchaser that pursuant to Section 11.1 of the Original Lease it has replaced the eleven (11) items of Casualty Equipment;

NOW, THEREFORE, the parties do hereby agree as follows:

Schedule A to the Original Lease is hereby amended and restated in its entirety as follows:

**DUPLICATE**

Description of Equipment

First Delivery Date Equipment:

Eighty-four 4,000 cubic foot flat bottom gondola cars, 100-ton nominal capacity, for rotary dumping, bearing numbers WFAX 83510 to WFAX 83513 (inclusive), WFAX 83515, WFAX 83517, WFAX 83519 to WFAX 83530 (inclusive), WFAX 83532 to WFAX 83534 (inclusive), WFAX 83537 to WFAX 83547 (inclusive), WFAX 83549 to WFAX 83553 (inclusive), WFAX 83555 to WFAX 83557 (inclusive), WFAX 83559 to WFAX 83560 (inclusive), WFAX 83562 to WFAX 83567 (inclusive), WFAX 83570, WFAX 83574, WFAX 83576, WFAX 83578 to WFAX 83587 (inclusive), WFAX 83590 to WFAX 83592 (inclusive), WFAX 86625 to WFAX 86639 (inclusive), WFAX 83643 to WFAX 83647 (inclusive).

Second Delivery Date Equipment:

Thirty-one 4,000 cubic foot flat bottom gondola cars, 100-ton nominal capacity, for rotary dumping, bearing numbers WFAX 83594 to WFAX 83598 (inclusive), WFAX 83600, WFAX 83602 to WFAX 83608 (inclusive), WFAX 83611 to WFAX 83614 (inclusive), WFAX 83618, WFAX 83621 to WFAX 83624 (inclusive), WFAX 86640 to WFAX 86642 (inclusive), WFAX 83648 to WFAX 83653 (inclusive).

Except as modified herein all other terms and conditions of the Original Participation Agreement, as amended, the Original Lease, as amended and the Original Security Agreement, as amended remain unchanged and in full force and effect.

This Amendment may be executed in counterparts. However, only the counterpart marked "Lessor's Original" shall constitute "Chattel Paper" for purposes of the Uniform Commercial Code.

This Amendment shall be governed by and construed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunder duly authorized as of the day and year first written above.

Steiner Financial Corporation

By [Signature]  
Title President

Western Fuels Association, Inc.

By [Signature]  
Title General Manager

National Cooperative Services Corporation

By Carl R Weber  
Title Assistant Secretary-Treasurer



t:sfc/agre/amendmen

RECEIVED MAY 05 1989

Corporate Form of Acknowledgment

~~XXXXXXXX~~ CITY OF WASHINGTON

~~XXXXXXXX~~ DISTRICT OF COLUMBIA ss:

On this 19th day of April, 1989 before me personally appeared, Fredrick D. Palmer, to me personally known, who being by me duly sworn, says that ()he is the General Manager of Western Fuels Association, Inc., that the seal 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.

[Seal]

Virginia C. Richards  
Signature of notary public

My Commission expires April 14, 1991

RECEIVED MAY 05 1989

Corporate Form of Acknowledgment

City  
State of Washington

District  
County of Columbia ss:

On this 2nd day of May, 1989 before me personally appeared, Carl R. Weber, to me personally known, who being by me duly sworn, says that (s)he is the Assistant Secretary - Treasurer of National Cooperative Services Corp. that the seal 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Mary H. Schmidt  
Signature of notary public

My Commission expires 11/30/92

COMMONWEALTH OF PENNSYLVANIA

SS:

COUNTY OF ALLEGHENY

On the 10th day of April, 1989, personally appeared before me Richard J. Uhl who being by me duly sworn (or affirmed), did say that he is the President of Steiner Financial Corporation, a Utah corporation, and that said instrument was signed in behalf of said corporation by authority of its by-laws and of a resolution of its Board of Directors and said Richard J. Uhl acknowledged to me that said corporation executed the same.

  
*Linda D. Johnson*  
Notary Public

NOTARIAL SEAL  
LINDA D. JOHNSON, NOTARY PUBLIC  
PLUM BOROUGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES NOV. 28, 1992

Member, Pennsylvania Association of Notaries