

Interstate Commerce Commission  
Washington, D.C.

Gentlemen:

Enclosed for recordation under the provisions of 49 U.S.C. §11303 are the original and 6 counterparts of a First Supplemental Security Agreement dated as of December 12, 1980, supplementing and amending the Security Agreement dated as of June 1, 1980, filed with the Interstate Commerce Commission on June 27, 1980, as document #11947.

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: Security Pacific Commercial Leasing, Inc.  
One Embarcadero Center  
San Francisco, California 94111  
Attention: Leveraged Lease Department  
Suite 710

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 First 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: 27, 1981

Very truly yours,  
SECURITY PACIFIC COMMERCIAL LEASING,  
INC.

By J. Richard Fisher, Jr.  
Agent for the Debtor

Enclosures

11947-A  
\$ 10  
1-058A121  
No. ....  
Date FEB 27 1981  
Fee \$.. 10.00  
RECORDATION NO. 11947-A  
FEB 27 1981-2 10 PM  
FILE 1425  
INTERSTATE COMMERCE COMMISSION  
ICC Washington, D. C.

RECEIVED  
FEB 27 2 41 PM '81  
FEE OPERATION  
I.C.C.  
94111

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Trinity Industries, Inc.

Description and Mark and  
Number of Items of  
Equipment:

348 100-Ton Covered Hoppers,  
Marked and Numbered FLIX 2928  
FLIX 2975, FLIX 2977 and FLIX  
2980 to FLIX 3324, both inclusive

(F.I. Lease No. 11)

1cc

RECORDATION NO. 11947-A  
FEB 27 1981-2 50 PM  
INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENTAL SECURITY AGREEMENT

This FIRST SUPPLEMENTAL SECURITY AGREEMENT dated as of December 12, 1980 is between SECURITY PACIFIC COMMERCIAL LEASING, INC. (the "Debtor") and THE FIRST NATIONAL BANK OF KANSAS CITY (the "Security Trustee").

RECITALS:

A. The Debtor and the Security Trustee have entered into a Security Agreement dated as of June 1, 1980 (the "Security Agreement"). The capitalized terms used in this supplement are used with the meanings specified in the Security Agreement, unless otherwise defined herein.

B. The Security Agreement was filed on June 27, 1980 with the Interstate Commerce Commission and assigned recordation no. 11947.

C. The Debtor has granted a security interest in the Lease and the Items of Railroad Equipment to the Security Trustee under the Security Agreement.

D. The Lease was filed with the Interstate Commerce Commission on June 27, 1980 and assigned recordation no. 11946.

E. The Debtor and the Security Trustee now wish to supplement the Security Agreement pursuant to Section 8.11(b) thereof, and the Lenders have consented thereto in Section 9.2 of the Participation Agreement.

NOW, THEREFORE, in order to amend the Security Agreement in order to exclude units of equipment not accepted under the Lease on or after July 1, 1980 and on or before November 30, 1980 and to release and discharge any interest of the Debtor and the Security Trustee in such excluded items of equipment, the parties hereto agree as follows:

1. The Description of Items of Equipment attached hereto as Schedule 1 shall be substituted for Schedule 1 of the Security Agreement.

2. Except as amended hereby, all of the provisions of the Security Agreement are hereby incorporated by reference in this First Supplemental Security Agreement, on and as of the date hereof, to the same extent as if fully set forth herein.

3. This First 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 First 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.

SECURITY PACIFIC COMMERCIAL LEASING,  
INC.

By Marc L. Mauer  
Its SECRETARY

[CORPORATE SEAL]

ATTEST:

K. T. Rose

THE FIRST NATIONAL BANK OF KANSAS  
CITY

By Jack Shuman  
Its Vice President

[CORPORATE SEAL]

ATTEST:

[Signature]  
Asst Secretary

STATE OF CALIFORNIA )  
 ) SS  
COUNTY OF SAN FRANCISCO )

On this 27<sup>th</sup> day of January, 1981, before me personally appeared MARC L. MARKER, to me personally known, who being by me duly sworn, says that he is the SECRETARY of SECURITY PACIFIC COMMERCIAL LEASING, INC., 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.



Gail D. Smedal  
Notary Public

My commission expires: 4/21/81

STATE OF MISSOURI )  
 ) SS  
COUNTY OF JACKSON )

On this 28 day of January, 1981, before me personally appeared James K. Thirmer, to me personally known, who being by me duly sworn, says that he is the 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.

Linda S. Schell  
Notary Public

[NOTARIAL SEAL]

My commission expires:

July 1, 1983

DESCRIPTION OF EQUIPMENT

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers (Both Inclusive)</u>
348	100-Ton 4,750 cubic foot Covered Hopper Cars manufactured by Trinity Industries, Inc.	FLIX 2928, FLIX 2975, FLIX 2977 and FLIX 2980 to FLIX 3324, both inclusive

SCHEDULE 1  
(to First Supplemental Security Agreement)

(F.I. Lease No. 11)