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ICC OFFICE OF THE SECRETARY

OCT 25 10 43 PM '84

Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

REGISTRATION NO. 14929-B
FILE NO. 1475

MOTOR OPERATING UNIT

No. OCT 25 1984

OCT 25 1984 - 10 50 AM

Date

Fee \$ 10.00

Dear Ms. Mergenovich:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under the provisions of Section 11303 of Title 49 of the U.S. Code are the original and five counterparts of Security Agreement Supplement No. 2 dated as of October 25, 1984. Security Agreement Supplement No. 2 is a secondary document.

A general description of the railroad maintenance-of-way equipment covered by the enclosed documents and intended for use related to interstate commerce is set forth in Schedule 1 attached to this letter and made a part hereof.

The names and addresses of the parties to Security Agreement Supplement No. 2 are as follows:

Debtor: The Connecticut National Bank,
as Trustee under Southern
Pacific Transportation
Company Trust No. 84-1
777 Main Street
Hartford, Connecticut 06115
Attention: Bond and Trust Department

Secured Party: Mercantile-Safe Deposit and Trust
Company
Two Hopkins Plaza
P.O. Box 2258
Baltimore, Maryland 21203
Attention: Corporate Trust
Department

The undersigned is the Lessor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original and any extra copies of Security Agreement Supplement No. 2 not needed by the Commission for recordation to Elizabeth L. Majers, 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.

A short summary of the enclosed secondary document to appear in the Index is as follows:

Handwritten signatures and initials on the left margin.

Security Agreement Supplement No. 2 to the Security Agreement between The Connecticut National Bank, as Trustee under Southern Pacific Transportation Company Trust No. 84-1, as Lessor, 777 Main Street, Hartford, Connecticut 06115, Attention: Bond and Trust Department and Mercantile-Safe Deposit and Trust Company, as Secured Party, Two Hopkins Plaza, P.O. Box 2258, Baltimore, Maryland 21203, Attention: Corporate Trust Department covering railroad maintenance-of-way equipment.

Very truly yours,

THE CONNECTICUT NATIONAL BANK,
as Trustee under Southern
Pacific Transportation Company
Trust No. 84-1

By


Its TRUST OFFICER

Enclosures

Please note that this Security Agreement Supplement No. 2 relates to a Security Agreement dated as of July 15, 1984 and a Security Agreement Supplement No. 1 dated as of September 24, 1984 both filed with the Interstate Commerce Commission on September 20, 1984 and assigned Recordation Numbers 14429 and 14429-A.

RECORDATION NO. 14429-B Filed 10/25

OCT 25 1984 - 10 50 AM

SECURITY AGREEMENT SUPPLEMENT INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 2, dated October 25, 1984, from **THE CONNECTICUT NATIONAL BANK**, a national banking association, not in its individual capacity but solely as trustee (the "Debtor") under a Trust Agreement dated as of July 15, 1984 with **NCNB LEASE INVESTMENTS, INC.**, to **MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY**, as security trustee (the "Secured Party") under the Security Agreement-Trust Deed dated as of July 15, 1984, from the Debtor to the Secured Party (the "Security Agreement"),

W I T N E S S E T H:

WHEREAS, the defined terms used in this Security Agreement Supplement shall have the respective meanings indicated in the Security Agreement unless elsewhere defined or the context shall otherwise require.

WHEREAS, the Security Agreement provides for the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof each of which shall particularly describe Units of Equipment included in the Collateral and subject to the security interest of the Security Agreement and/or to set forth the amortization schedules relating to the Notes issued and outstanding under the Security Agreement;

NOW, THEREFORE, TO SECURE THE PAYMENT when and as due and payable of the principal of and the premium, if any, and interest on the Notes, and to secure the payment of all other indebtedness which the Security Agreement by its terms secures and compliance with all the terms of the Security Agreement and of the Notes the Debtor does hereby create and grant to the Secured Party and to its successors and assigns a security interest in the following properties:

- (a) all the units of property and equipment described in Schedule A annexed hereto;
- (b) all additional or substituted units of property or equipment which hereafter may be subjected to the security interest of the Security Agreement by operation thereof; and
- (c) all rents, income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing.

SAVING AND EXCEPTING, however, from the properties in which a security interest is hereby created and granted, Excepted Rights in Collateral.

THE DEBTOR hereby binds itself, its successors and assigns, to warrant and forever defend to the Secured Party and its successors and assigns the security interest hereby created and granted.

Attached hereto as Schedule B is an Amortization Schedule for each Series A Term Note and each Series B Note being issued on the date hereof setting forth the principal and interest payments to be made by the Debtor on such Notes based upon \$1,000,000 principal amount thereof.

Attached hereto as Schedule C are amortization schedules to be used in calculating the Related Portion of the Notes issued on the date hereof as required by Section 4.1 of the Security Agreement based upon \$1,000,000 principal amount of such Notes.

This Supplement shall be construed as supplemental to the Security Agreement and shall form a part of it and the Security Agreement is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

This Supplement shall in all respects be governed by, and construed in accordance with, the laws of the State of California, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Debtor and the Secured Party have caused this Supplement to be executed, as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,
not in its individual capacity but
solely as trustee under Southern
Pacific Transportation Company Trust
No. 84-1

By 
Its **TRUST OFFICER**

[CORPORATE SEAL]

ATTEST:


Corporate Trust Officer

**MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Security Trustee**

By 
Its Vice President

STATE OF CONNECTICUT)
) SS
COUNTY OF HARTFORD)

On this 22nd day of Oct, 1987, before me personally appeared Laura Crowley, to me personally known, who being by me duly sworn, says that she is an authorized officer of THE CONNECTICUT NATIONAL BANK, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra A. Carley
Notary Public

DEBRA A. CARLEY
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1985

(SEAL)

My commission expires:

STATE OF MARYLAND)
) SS
CITY OF BALTIMORE)

E. E. Schreiber On this 23rd day of October, 1987, before me personally appeared E. E. Schreiber, to me personally known, who being by me duly sworn, says that he is a Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, 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.

Patricia A. Conn
Notary Public

(SEAL)

My commission expires: 7-1-86

Purchase Order No. : 00-00044-F-13 (EAC#0800)

Description: Model ECTR 130 AG/L Switch
Electromatic Tamper

Identification No. : (To be furnished)

Manufacturers Serial No. : 3581404

Vendor or Manufacturer: Tamper Division of Canron Corp.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$181,744.47

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-1

SCHEDULE A

Purchase Order No. : 00-00044-F-13 (EAC#0800)

Description: Model ECTR 130 AG/L Switch
Electromatic Tamper

Identification No. : (To be furnished)

Manufacturers Serial No. : 3581414

Vendor or Manufacturer: Tamper Division of Cannon Corp.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$181,605.30

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-2

Purchase Order No. : 00-00044-F-13 (EAC#0800)

Description: Model ECTR 130 AG/L Switch
Electromatic Tamper Mark III

Identification No. : 237RD

Manufacturers Serial No. : 3581424

Vendor or Manufacturer: Tamper Division of Canron Corp.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: October 16, 1984

Lessor's Cost: \$181,644.40

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-3

Purchase Order No. : 00-00015-F-13 (EAC#W800)

Description: Model ECTR 130 AG Switch
Electromatic Tamper Mark III

Identification No. : 238RD

Manufacturers Serial No. : 3581434

Vendor or Manufacturer: Tamper Division of Canron Corp.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: October 16, 1984

Lessor's Cost: \$163,798.76

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-4

Purchase Order No. : 00-00001-F-13 (EAC#0800)

Description: Road/Rail self-propelled mobile
rail welder, Oshkosh chassis
Model #L-2355SPCL

Identification No. : 210RD

Manufacturers Serial No. : Unit #210
Serial #1079G1D95E1022672

Vendor or Manufacturer: Holland Company

Location: 1130 Commerce Street
Shreveport, LA 71101

Date of Delivery & Acceptance: October 11, 1984

Lessor's Cost: \$1,151,850.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-5

Purchase Order No. : 00-00001-F-13 (EAC#0800)

Description: Road/Rail self-propelled mobile
rail welder, Oshkosh chassis
Model #L-2355SPCL

Identification No. : 211RD

Manufacturers Serial No. : Unit #211
Serial #1079G1D97E1022673

Vendor or Manufacturer: Holland Company

Location: 1130 Commerce Street
Shreveport, LA 71101

Date of Delivery & Acceptance: October 11, 1984

Lessor's Cost: \$1,151,850.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-6

Purchase Order No. : 00-00027-F-13 (EAC#W800)

Description: Model 950 tie handling crane

Identification No. : 269RD

Manufacturers Serial No. : 137061

Vendor or Manufacturer: Jackson Jordan, Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 19, 1984

Lessor's Cost: \$37,057.27

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-7

Purchase Order No. : 00-00027-F-13 (EAC#W800)

Description: Model 950 tie handling crane

Identification No. : 271RD

Manufacturers Serial No. : 137062

Vendor or Manufacturer: Jackson Jordan, Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 25, 1984

Lessor's Cost: \$37,174.97

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-8

Purchase Order No.: 00-00027-F-13 (EAC#W800)

Description: Model 950 tie handling crane

Identification No.: 270RD

Manufacturers Serial No.: 137063

Vendor or Manufacturer: Jackson Jordan, Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 19, 1984

Lessor's Cost: \$37,057.26

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No.: 2-9

Purchase Order No. : 00-00027-F-13 (EAC#W800)

Description: Model 950 tie handling crane

Identification No. : 272RD

Manufacturers Serial No. : 137064

Vendor or Manufacturer: Jackson Jordan, Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 25, 1984

Lessor's Cost: \$37,174.97

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-10

Purchase Order No. : 00-00019-F-13 (EAC#W800)

Description: Ballast regulator Model 26-2-1
with Broom attachment
Model 27-9

Identification No. : 174RD

Manufacturers Serial No. : Regulator Ser. #26-1791-84;
Engine No. 3D-194895;
Broom Ser. #27-1911

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 27, 1984

Lessor's Cost: \$76,140.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-11

Purchase Order No. : 00-00019-F-13 (EAC#W800)

Description: Ballast regulator Model 26-2-1
with Broom attachment
Model 27-9

Identification No. : 175RD

Manufacturers Serial No. : Regulator Ser.#26-1792-84;
Engine No. 3D-194914;
Broom Ser.#27-1912

Vendor or Manufacturer: Kershav Manufacturing Co., Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 27, 1984

Lessor's Cost: \$76,140.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-12

Purchase Order No. : 00-00019-F-13 (EAC#0800)

Description: Ballast regulator Model 26-2-1
with Broom attachment
Model 27-9

Identification No. : 176RD

Manufacturers Serial No. : Regulator Ser. #26-1793-84;
Engine No. 3D-194899;
Broom Ser. #27-1913-84

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: October 3, 1984

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-13

Purchase Order No. : 00-00019-F-13 (EAC#0800)

Description: Ballast regulator Model 26-2-1
with Broom attachment
Model 27-9

Identification No. : (To be furnished)

Manufacturers Serial No. : Regulator Ser. #26-1794-84;
Engine No. 3D-195300;
Broom Ser. #27-1914-84

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-14

Purchase Order No. : 00-00019-F-13 (EAC#0800)

Description: Ballast regulator Model 26-2-1
with Broom attachment
Model 27-9

Identification No. : (To be furnished)

Manufacturers Serial No. : Regulator Ser. #26-1795-84;
Engine No. 3D-195942;
Broom Ser. #27-1915-84

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-15

Purchase Order No. : 00-00020-F-13 (EAC#W800)

Description: Freight chgs. for Ballast regulator Mod.#26-2-1 with Broom attachment Model 27-9 Ref. No.1-12

Identification No. : 169RD

Manufacturers Serial No. : Regulator Ser.#26-1785-84;
Engine No. 3D-194651;
Broom Ser.#27-1905

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 17, 1984

Lessor's Cost: \$1,580.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-16

Purchase Order No. : 00-00020-F-13 (EAC#W800)

Description: Freight chgs. for Ballast
regulator Mod.#26-2-1 with
Broom attachment Model 27-9
Ref. No.1-13

Identification No. : 17ORD

Manufacturers Serial No. : Regulator Ser.#26-1786-84;
Engine No. 3D-194634;
Broom Ser.#27-1906

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 17, 1984

Lessor's Cost: \$1,580.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-17

Purchase Order No. : 00-00020-F-13 (EAC#W800)

Description: Freight chgs. for Ballast
regulator Mod.#26-2-1 with
Broom attachment Model 27-9
Ref. No.1-14

Identification No. : 171RD

Manufacturers Serial No. : Regulator Ser.#26-1787-84;
Engine No. 3D-194567;
Broom Ser.#27-1907

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 17, 1984

Lessor's Cost: \$1,580.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-18

Purchase Order No. : 00-00020-F-13 (EAC#W800)

Description: Freight chgs. for Ballast
regulator Mod.#26-2-1 with
Broom attachment Model 27-9
Ref. No.1-15

Identification No. : 172RD

Manufacturers Serial No. : Regulator Ser.#26-1789-84;
Engine No. 3D-194903;
Broom Ser.#27-1909

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 17, 1984

Lessor's Cost: \$1,580.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-19

Purchase Order No. : 00-00020-F-13 (EAC#W800)

Description: Freight chgs. for Ballast
regulator Mod.#26-2-1 with
Broom attachment Model 27-9
Ref. No.1-16

Identification No. : 173RD

Manufacturers Serial No. : Regulator Ser.#26-1790-84;
Engine No. 3D-194909;
Broom Ser.#27-1910

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 17, 1984

Lessor's Cost: \$74,165.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-20

Purchase Order No. : 00-00021-F-13 (EAC#0800)

Description: On-track brushcutter
Model 32-7

Identification No. : 163RD

Manufacturers Serial No. : 32-128-84
Engine #6VA-132879

Vendor or Manufacturer: Kershaw Manufacturing Co, Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 1, 1984

Lessor's Cost: \$126,997.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-21

Purchase Order No. : 00-00021-F-13 (EAC#0800)

Description: On-track brushcutter
Model 32-7

Identification No. : 164RD

Manufacturers Serial No. : 32-129-84
Engine #6VA-132880

Vendor or Manufacturer: Kershaw Manufacturing Co, Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 1, 1984

Lessor's Cost: \$126,997.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-22

Purchase Order No. : 00-00023-F-13 (EAC#0800)

Description: Tie Injector Model 39-2-1

Identification No. : 87RD

Manufacturers Serial No. : 39-329-84
Engine #4D-204626

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 11, 1984

Lessor's Cost: \$74,782.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-23

Purchase Order No. : 00-00023-F-13 (EAC#0800)

Description: Tie Injector Model 39-2-1

Identification No. : 88RD

Manufacturers Serial No. : 39-330-84
Engine #4D-204834

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 11, 1984

Lessor's Cost: \$74,782.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-24

Purchase Order No. : 00-00050-F-13 (EAC#0800)

Description: Rail Saw Model 22-2-1

Identification No. : 1192RD

Manufacturers Serial No. : 22-105-84
Engine #6809105

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: 1130 Commerce Street
Shreveport, LA 71101

Date of Delivery & Acceptance: October 3, 1984

Lessor's Cost: \$24,300.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-25

Purchase Order No. : 00-00038-F-13 (EAC#0800)

Description: USK7 Ultrasonic
flaw detector

Identification No. : (To be furnished)

Manufacturers Serial No. : 1844

Vendor or Manufacturer: Krautkramer Branson

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$5,225.67

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-26

Purchase Order No. : 00-00042-F-13 (EAC#0800)

Description: Model RVD Track Shifter
with Model KP-1
Ballast sled

Identification No. : 12RD

Manufacturers Serial No. : 732

Vendor or Manufacturer: Modern Track Machinery Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: September 17, 1984

Lessor's Cost: \$29,087.35

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-27

Purchase Order No. : 00-00042-F-13 (EAC#0800)

Description: Model RVD Track Shifter
with Model KP-1
Ballast sled

Identification No. : 13RD

Manufacturers Serial No. : 735

Vendor or Manufacturer: Modern Track Machinery Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: September 17, 1984

Lessor's Cost: \$29,087.35

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-28

Purchase Order No. : 00-00006-F-13 (EAC#0800)

Description: Model PAL-204 track liner

Identification No. : 183RD

Manufacturers Serial No. : 1670

Vendor or Manufacturer: Plasser American Corp.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: October 10, 1984

Lessor's Cost: \$122,937.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-29

Purchase Order No. : 00-00030-F-13 (EAC#0800)

Description: RMC One-Piece Tie
Remover-Insertor

Identification No. : 86RD

Manufacturers Serial No. : TKO-620

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 3, 1984

Lessor's Cost: \$104,521.50

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-30

Purchase Order No. : 00-00030-F-13 (EAC#0800)

Description: RMC One-Piece Tie
Remover-Insertor

Identification No. : 85RD

Manufacturers Serial No. : TKO-621

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 3, 1984

Lessor's Cost: \$104,521.50

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-31

Purchase Order No. : 00-00029-F-13 (EAC#0800)

Description: Freight charges for
Portec/RMC spike setter-
driver with gauger
Ref. No. 1-25

Identification No. : 444RD

Manufacturers Serial No. : SZ-945

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 12, 1984

Lessor's Cost: \$1,154.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-32

Purchase Order No. : 00-00029-F-13 (EAC#0800)

Description: Freight charges for
Portec/RMC spike setter-
driver with gauger
Ref. No. 1-26

Identification No. : 445RD

Manufacturers Serial No. : SZ-946

Vendor or Manufacturer: Portec Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: September 12, 1984

Lessor's Cost: \$1,154.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-33

Purchase Order No. : 00-00012-F-13 (EAC#0800)

Description: Nordberg CLAWS dual
spike puller

Identification No. : 441RD

Manufacturers Serial No. : 131

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: September 27, 1984

Lessor's Cost: \$23,700.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-34

Purchase Order No. : 00-00012-F-13 (EAC#0800)

Description: Nordberg CLAWS dual
spike puller

Identification No. : 442RD

Manufacturers Serial No. : 132

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: September 27, 1984

Lessor's Cost: \$23,700.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-35

Purchase Order No. : 00-00012-F-13 (EAC#0800)

Description: Nordberg CLAWS dual
spike puller

Identification No. : 443RD

Manufacturers Serial No. : 133

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: September 27, 1984

Lessor's Cost: \$23,700.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-36

Purchase Order No. : 00-00012-F-13 (EAC#0800)

Description: Nordberg CLAWS dual
spike puller

Identification No. : 444RD

Manufacturers Serial No. : 134

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: September 27, 1984

Lessor's Cost: \$23,700.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-37

Purchase Order No. : 00-00010-F-13 (EAC#0800)

Description: Nordberg Super B hydra
spiker

Identification No. : 452RD

Manufacturers Serial No. : 498

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 8, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-38

Purchase Order No. : 00-00010-F-13 (EAC#0800)

Description: Nordberg Super B hydra
spiker

Identification No. : 453RD

Manufacturers Serial No. : 499

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 8, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-39

Purchase Order No. : 00-00010-F-13 (EAC#0800)

Description: Nordberg Super B hydra
spiker

Identification No. : 454RD

Manufacturers Serial No. : 500

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: October 10, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-40

Purchase Order No. : 00-00010-F-13 (EAC#0800)

Description: Nordberg Super B hydra
spiker

Identification No. : 455RD

Manufacturers Serial No. : 501

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: October 10, 1984

Lessor's Cost: \$74,245.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-41

Purchase Order No. : 00-00009-F-13 (EAC#W800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : 141RD

Manufacturers Serial No. : 127

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: October 5, 1984

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-42

Purchase Order No. : 00-00008-F-13 (EAC#0800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : 142RD

Manufacturers Serial No. : 128

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: October 5, 1984

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-43

Purchase Order No. : 00-00008-F-13 (EAC#0800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : (To be furnished)

Manufacturers Serial No. : 129

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-44

Purchase Order No. : 00-00008-F-13 (EAC#0800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : (To be furnished)

Manufacturers Serial No. : 130

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-45

Purchase Order No. : 00-00008-F-13 (EAC#0800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : (To be furnished)

Manufacturers Serial No. : 131

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-46

Purchase Order No. : 00-00008-F-13 (EAC#0800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : (To be furnished)

Manufacturers Serial No. : 132

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-47

Purchase Order No. : 00-00008-F-13 (EAC#0800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : (To be furnished)

Manufacturers Serial No. : 133

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-48

Purchase Order No. : 00-00008-F-13 (EAC#0800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : (To be furnished)

Manufacturers Serial No. : 134

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-49

Purchase Order No. : 00-00008-F-13 (EAC#0800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : 445RD

Manufacturers Serial No. : 135

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 15, 1984

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-50

Purchase Order No. : 00-00008-F-13 (EAC#0800)

Description: Nordberg E-Z Lift
rail lifter

Identification No. : 446RD

Manufacturers Serial No. : 136

Vendor or Manufacturer: Rexnord Inc.

Location: 1860 Seventh Street
Oakland, CA 94607

Date of Delivery & Acceptance: October 15, 1984

Lessor's Cost: \$8,400.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-51

Purchase Order No. : 00-00011-F-13 (EAC#W800)

Description: Nordberg CLAWS dual
spike puller

Identification No. : (To be furnished)

Manufacturers Serial No. : 135

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$23,700.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-52

Purchase Order No. : 00-00012-F-13 (EAC#0800)

Description: Nordberg CLAWS dual
spike puller

Identification No. : (To be furnished)

Manufacturers Serial No. : 136

Vendor or Manufacturer: Rexnord Inc.

Location: 6401 Wallisville Road
Houston, TX 77020

Date of Delivery & Acceptance: (To be furnished)

Lessor's Cost: \$23,700.00

Base Lease Commencement Date: January 2, 1985

Expiration Date: January 2, 1991

Reference No. : 2-53

AMORTIZATION SCHEDULE

(Payments Required Per \$1,000,000 Principal Amount
of Series A Secured Term Notes Issued by Debtor)

NOTES ISSUED ON CLOSING DATE: OCTOBER 25, 1984
UNDER PARTICIPATION AGREEMENT

<u>Number of Installment</u>	<u>Payment Date</u>	<u>Total Payment</u>	<u>Portion Allocated to Interest</u>	<u>Portion Allocated to Principal</u>	<u>Out- standing Principal</u>
	25OCT84				1,000,000.00
1	2JAN85	24,194.44	24,194.44		1,000,000.00
2	2APR85	90,041.76	32,500.00	57,541.76	942,458.24
3	2JUL85	90,041.76	30,629.89	59,411.87	883,046.37
4	2OCT85	90,041.76	28,699.01	61,342.75	821,703.62
5	2JAN86	90,041.76	26,705.37	63,336.39	758,367.23
6	2APR86	90,041.76	24,646.93	65,394.83	692,972.40
7	2JUL86	90,041.76	22,521.60	67,520.16	625,452.24
8	2OCT86	90,041.76	20,327.20	69,714.56	555,737.68
9	2JAN87	90,041.76	18,061.47	71,980.29	483,757.39
10	2APR87	90,041.76	15,722.12	74,319.64	409,437.75
11	2JUL87	90,041.76	13,306.73	76,735.03	332,702.72
12	2OCT87	90,041.76	10,812.84	79,228.92	253,473.80
13	2JAN88	90,041.76	8,237.90	81,803.86	171,669.94
14	2APR88	90,041.76	5,579.27	84,462.49	87,207.45
15	2JUL88	90,041.69	2,834.24	87,207.45	0.00
		<u>1,284,779.01</u>	<u>284,779.01</u>	<u>1,000,000.00</u>	<u>0.00</u>

AMORTIZATION SCHEDULE

(Payments Required Per \$1,000,000 Principal Amount
of Series B Secured Term Notes Issued by Debtor)

NOTES ISSUED ON CLOSING DATE: OCTOBER 25, 1984
UNDER PARTICIPATION AGREEMENT

<u>Number of Installment</u>	<u>Payment Date</u>	<u>Total Payment</u>	<u>Portion Allocated to Interest</u>	<u>Portion Allocated to Principal</u>	<u>Out- standing Principal</u>
	25OCT84				1,000,000.00
1	2JAN85	24,892.36	24,892.36		1,000,000.00
2	2APR85	33,437.50	33,437.50		1,000,000.00
3	2JUL85	33,437.50	33,437.50		1,000,000.00
4	2OCT85	33,437.50	33,437.50		1,000,000.00
5	2JAN86	33,437.50	33,437.50		1,000,000.00
6	2APR86	33,437.50	33,437.50		1,000,000.00
7	2JUL86	33,437.50	33,437.50		1,000,000.00
8	2OCT86	33,437.50	33,437.50		1,000,000.00
9	2JAN87	33,437.50	33,437.50		1,000,000.00
10	2APR87	33,437.50	33,437.50		1,000,000.00
11	2JUL87	33,437.50	33,437.50		1,000,000.00
12	2OCT87	33,437.50	33,437.50		1,000,000.00
13	2JAN88	33,437.50	33,437.50		1,000,000.00
14	2APR88	33,437.50	33,437.50		1,000,000.00
15	2JUL88	33,437.50	33,437.50		1,000,000.00
16	2OCT88	33,476.19	33,437.50	38.69	999,961.31
17	2JAN89	33,474.90	33,436.21	38.69	999,922.62
18	2APR89	99,076.91	33,434.91	65,642.00	934,280.62
19	2JUL89	174,435.91	31,240.01	143,195.90	791,084.72
20	2OCT89	174,435.92	26,451.90	147,984.02	643,100.70
21	2JAN90	174,435.91	21,503.68	152,932.23	490,168.47
22	2APR90	174,435.93	16,390.01	158,045.92	332,122.55
23	2JUL90	174,435.93	11,105.35	163,330.58	168,791.97
24	2OCT90	174,435.95	5,643.98	168,791.97	0.00
		<u>1,705,660.91</u>	<u>705,660.91</u>	<u>1,000,000.00</u>	<u>0.00</u>

AMORTIZATION SCHEDULE

FOR PURPOSES OF CALCULATING STIPULATED LOSS VALUE PAYMENTS

(Based upon \$1,000,000 Principal Amount
of Series B Secured Term Notes Issued by Debtor)

<u>Number of Installment</u>	<u>Payment Date</u>	<u>Total Payment</u>	<u>Portion Allocated to Interest</u>	<u>Portion Allocated to Principal</u>	<u>Out- standing Principal</u>
	25OCT84				1,000,000.00
1	2JAN85	24,194.44	24,194.44		1,000,000.00
2	2APR85	90,041.76	32,500.00	57,541.76	942,458.24
3	2JUL85	90,041.76	30,629.89	59,411.87	883,046.37
4	2OCT85	90,041.76	28,699.01	61,342.75	821,703.62
5	2JAN86	90,041.76	26,705.37	63,336.39	758,367.23
6	2APR86	90,041.76	24,646.93	65,394.83	692,972.40
7	2JUL86	90,041.76	22,521.60	67,520.16	625,452.24
8	2OCT86	90,041.76	20,327.20	69,714.56	555,737.68
9	2JAN87	90,041.76	18,061.47	71,980.29	483,757.39
10	2APR87	90,041.76	15,722.12	74,319.64	409,437.75
11	2JUL87	90,041.76	13,306.73	76,735.03	332,702.72
12	2OCT87	90,041.76	10,812.84	79,228.92	253,473.80
13	2JAN88	90,041.76	8,237.90	81,803.86	171,669.94
14	2APR88	90,041.76	5,579.27	84,462.49	87,207.45
15	2JUL88	90,041.69	2,834.24	87,207.45	0.00
		<u>1,284,779.01</u>	<u>284,779.01</u>	<u>1,000,000.00</u>	<u>0.00</u>

AMORTIZATION SCHEDULE

FOR PURPOSES OF CALCULATING STIPULATED LOSS VALUE PAYMENTS

(Based upon \$1,000,000 Principal Amount
of Series B Secured Term Notes Issued by Debtor)

<u>Number of Installment</u>	<u>Payment Date</u>	<u>Total Payment</u>	<u>Portion Allocated to Interest</u>	<u>Portion Allocated to Principal</u>	<u>Out- standing Principal</u>
	25OCT84				1,000,000.00
1	2JAN85	24,892.36	24,892.36		1,000,000.00
2	2APR85	33,437.50	33,437.50		1,000,000.00
3	2JUL85	33,437.50	33,437.50		1,000,000.00
4	2OCT85	33,437.50	33,437.50		1,000,000.00
5	2JAN86	33,437.50	33,437.50		1,000,000.00
6	2APR86	33,437.50	33,437.50		1,000,000.00
7	2JUL86	33,437.50	33,437.50		1,000,000.00
8	2OCT86	33,437.50	33,437.50		1,000,000.00
9	2JAN87	33,437.50	33,437.50		1,000,000.00
10	2APR87	33,437.50	33,437.50		1,000,000.00
11	2JUL87	33,437.50	33,437.50		1,000,000.00
12	2OCT87	33,437.50	33,437.50		1,000,000.00
13	2JAN88	33,437.50	33,437.50		1,000,000.00
14	2APR88	33,437.50	33,437.50		1,000,000.00
15	2JUL88	33,437.50	33,437.50		1,000,000.00
16	2OCT88	33,476.19	33,437.50	38.69	999,961.31
17	2JAN89	33,474.90	33,436.21	38.69	999,922.62
18	2APR89	99,076.91	33,434.91	65,642.00	934,280.62
19	2JUL89	174,435.91	31,240.01	143,195.90	791,084.72
20	2OCT89	174,435.92	26,451.90	147,984.02	643,100.70
21	2JAN90	174,435.91	21,503.68	152,932.23	490,168.47
22	2APR90	174,435.93	16,390.01	158,045.92	332,122.55
23	2JUL90	174,435.93	11,105.35	163,330.58	168,791.97
24	2OCT90	<u>174,435.95</u>	<u>5,643.98</u>	<u>168,791.97</u>	<u>0.00</u>
		1,705,660.91	705,660.91	1,000,000.00	0.00