

0-021A321  
No.

Date JAN 21 1980

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. ~~10770-H~~ Filed 1425  
JAN 21 1980 11 22 AM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10770-H Filed 1425  
JAN 21 1980 11 22 AM  
INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: Lease of Equipment dated as of April 6, 1979 between San Francisco Financial No. III, Lessor, and the Western Pacific Railroad Company, Lessee

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C. § 11303 is Supplement No. 3 dated as of December 1, 1979, to the Security and Loan Agreement dated as of August 1, 1979 among San Francisco Financial No. III, First Security Bank of Utah, N.A., and General American Life Insurance Company.

Please file this Supplement No. 3 to the Security and Loan Agreement under Recordation No. 10770-H.

The parties to the transaction are:

Lessor: San Francisco Financial No. III, a partnership, c/o Steiner Sea, Air & Rail Co.  
Spear Street Tower - Suite 2510  
One Market Plaza  
San Francisco, California 94105

Lender: General American Life Insurance Company  
700 Market Street  
St. Louis, Mo. 63101

Secured Party: First Security Bank of Utah, N.A.  
(for the Lender) Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

The railroad rolling stock covered by Supplement No. 3 to Security and Loan Agreement is:

Five retired 89' Wide-Deck Flat Cars formerly bearing road numbers:

*Courtesy - Kuman Hoctor*

RECEIVED  
JAN 21 11 25 AM '80  
I.C.C.  
FEE OPERATION BR.

PC 750582  
PC 750610  
PC 750612  
PC 750613  
PC 750616

rebuilt and converted into five flat-deck off-highway equipment transporters bearing road numbers:

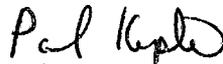
WP 1902  
WP 1903  
WP 1904  
WP 1905  
WP 1906

The original Security and Loan Agreement was recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 under recordation number 10770-C on August 28, 1979 at 12:20 P.M.

Please record one original of each document and stamp the other four copies and the copy of this letter enclosed herewith with the recordation date and return such copies to Allen H. Harrison, Esq. of the law firm of Wilmer & Pickering, 1666 K Street, N.W., Washington, D.C., 20006.

A check is enclosed in payment of the applicable recording fee.

Very truly yours



Paul C. Kepler, President  
Steiner Sea, Air & Rail Co.  
Managing Partner of San Francisco Financial No. III

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

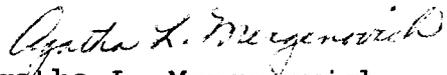
**OFFICE OF THE SECRETARY**

Allen H. Harrison, Esq.  
Wilmer & Pickering  
1666 K Street, 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 1/21/80 at 11:30AM, and assigned re-  
recording number (s). 10770-H, & 10770-I.

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

10770-H

REGISTRATION NO. 10770-H Filed 1425

JAN 21 1980 - 11:11 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3 TO SECURITY AND LOAN AGREEMENT

THIS SUPPLEMENT NO. 3 TO SECURITY AND LOAN AGREEMENT dated as of December 1, 1979 among San Francisco Financial No. III (the "Debtor"), a partnership composed of Steiner Sea, Air & Rail Co., a Utah corporation, and AUCO Leasing Co., a Utah corporation; First Security Bank of Utah, N.A. (the "Secured Party") as Security Trustee for General American Life Insurance Company (the "Lender"); and the Lender,

WITNESSETH

WHEREAS, the Debtor, the Secured Party and the Lender have entered into a Security and Loan Agreement dated as of July 1, 1979 (the "Agreement"); and

WHEREAS, the parties desire to add additional Equipment to such Agreement,

NOW THEREFORE, the parties do hereby add the following Equipment Schedule C to the Agreement.

EQUIPMENT SCHEDULE C

Five flat-deck off-highway equipment transporters bearing road numbers:

WP 1902  
WP 1903  
WP 1904  
WP 1905  
WP 1906

Aside from the above addition of Equipment Schedule C, all other provisions of the Agreement shall remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

[SEAL]

FIRST SECURITY BANK OF UTAH, N.A.,  
not in its individual capacity,  
but solely as Security Trustee  
for the Lender

Attest:

Title:

  
**TRUST ADMINISTRATOR**

By

  
Authorized Officer

[SEAL]

Attest:

Title:

  
Assistant Secretary

By

  
Vice President and Treasurer  
GENERAL AMERICAN LIFE INSURANCE  
COMPANY

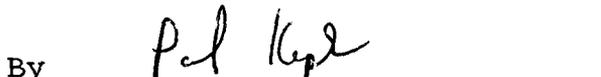
[SEAL]

Attest:

Title:



By

  
President

SAN FRANCISCO FINANCIAL NO. III,  
by Steiner Sea, Air & Rail Co.,  
a general partner

STATE OF UTAH )  
 )  
CITY AND COUNTY OF SALT LAKE ) ss.

On this 4<sup>th</sup> day of January, <sup>1980</sup>~~1979~~,  
before me personally appeared Freda B. Echers, to me  
personally known, who, being by me duly sworn, says that she  
is an authorized officer of FIRST SECURITY BANK OF UTAH,  
N.A., that one of the seals affixed to the foregoing instru-  
ment is the corporate seal of said association, that said  
instrument was signed and sealed on behalf of said associa-  
tion by authority of its Board of Directors, and she acknow-  
ledged that the execution of the foregoing instrument was  
the free act and deed of said association.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

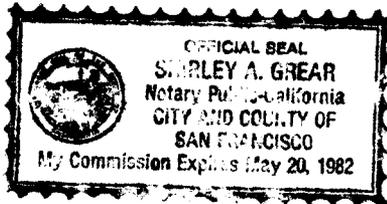
My Commission expires:

9-7-82



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

On this 10 day of January, 1979<sup>80</sup>,  
before me personally appeared Paul Kepler, to  
me personally known, who, being by me duly sworn, says that  
he is an authorized officer of STEINER SEA, AIR & RAIL CO.,  
that one of the seals affixed to the foregoing instrument is  
the corporate seal of said association, that said instrument  
was signed and sealed on behalf of said association 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 association.



Shirley A Gear  
Notary Public

[NOTARIAL SEAL]

My Commission expires: 5/20/82