

# Central Bank

16945-B  
RECORDATION NO. \_\_\_\_\_ FILED 1425

AUG 1 1990 -9 35 AM

INTERSTATE COMMERCE COMMISSION

Carey G. Rector  
Senior Vice President

16945-F  
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16945-C  
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RECORDATION NO. \_\_\_\_\_

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COMMISSION

July 25, 1990

Secretary, Interstate Commerce Commission  
"Documents for Recordation"  
Washington, D.C. 20423

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INTERSTATE COMMERCE COMMISSION

Dear Sirs:

Please find enclosed: INTERSTATE COMMERCE COMMISSION

1. Check in the amount of \$90.00 to file 6 documents
2. Affidavit for Interstate Commerce Commission certifying that copies are true and identical to the original in all respects.

Six (6) documents to file are:

1. Note # 31740
2. Security Agreement - First Lien on 2 cars
3. Security Agreement - Assignment of lease
4. Subordination Agreement
5. Corporate Resolution
6. UCC

3. Affidavit for Corporate Form of Acknowledgement

Thank you for your assistance. If you have any questions, please call.

Respectfully,

Carey G. Rector  
Senior Vice President

Central Bank of Houston  
55 Waugh Drive at Memorial  
P O. Box 1540  
Houston, Texas 77251  
(713) 868-5577

SUBORDINATION AGREEMENT

AUG 1 1990 -9 35 AM

INTERSTATE COMMERCE COMMISSION

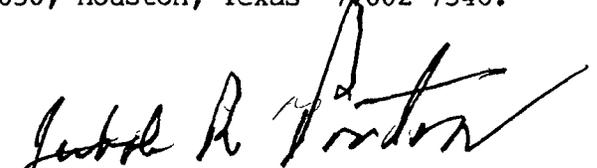
For Ten and No/100 Dollars (\$10,00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, JUBAL R. PARTEN a/k/a J. R. PARTEN, 1600 Smith Street, Suite 1605, Houston, Texas 77002-7346, hereby subordinates his lien and security interest, along with all rights incident to both, on the following railroad cars:

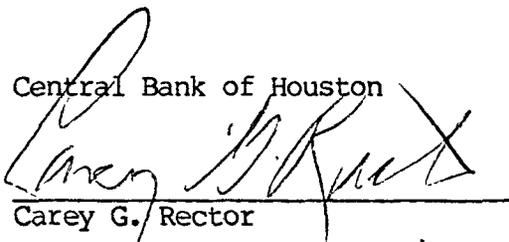
Coach Car DRC-5627 - 56 seat coach, Ex-Florida East Coast 6261, one restroom, carpet, re-upholstered seats, FRA Type II, laminated glazing, four emergency windows, interior, repainted, 480V HEP (1/2 Amtrak standard), air conditioned, overhead heat.

First Class Parlour Car DRC-3365 - Configuration: Similar to #3363-"Silver Queen" with the following exceptions: HEP - 1/2 Amtrak standard, 60KW Generator, original restroom fixtures, newly designed A/C system, no center ceiling panel, four emergency windows, original diaphragms, different wall sconces, three compartment sink, the following items have been deleted: dishwasher, microwave, trash compactor, one refrigerator, smoke eater, baseboard heat, water tank & line heaters, toilet holding tank.

to the security interest and lien on such railroad cars held by Central Bank of Houston, 55 Waugh Drive, Houston, Texas 77007, as set forth, incident to, and represented by that certain Promissory Note dated March 30, 1990, executed by Denver Railway Car Company, 1600 Smith Street, Suite 1650, Houston, Texas 77002-7346.

Dated this the 30th day of March, 1990.

  
\_\_\_\_\_  
Jubal R. Parten  
a/k/a J. R. Parten

Central Bank of Houston  
  
\_\_\_\_\_  
Carey G. Rector

AGREED TO by Denver Railway Car Company, obligor and/or debtor to Central Bank of Houston.

  
\_\_\_\_\_  
John R. Parten  
President