

Patricia M. Bovan  
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2-121A002

April 14, 1992

17480-A

APR 30 1992 9 25 AM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue, N.W.  
Washington, D.C 20423

Re: Transcisco Texan Railway, Inc.

Dear Sir or Madam:

We have enclosed three originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is an Amendment to a Security Agreement. The Amendment is dated April 1, 1992 and amends a Security Agreement dated August 1, 1991, which was originally filed with the Interstate Commerce Commission under Recordation Number 17480, on or about August 12, 1991.

The names and addresses of the parties to the document are as follows. Please note that these are new addresses for the parties.

Debtor: Transcisco Texan Railway, Inc.  
c/o Transcisco Industries, Inc.  
555 California Street, Suite 2420  
San Francisco, CA 94104

Secured Parties: Transcisco Industries, Inc.  
555 California Street, Suite 2420  
San Francisco, CA 94104

Transcisco Rail Services Company  
601 California Street, Suite 1301  
San Francisco, CA 94108

APR 30 9 18 AM '92  
MOTOR OPERATING UNIT

The equipment covered by the Security Agreement, as amended, is set forth in Schedule 1 attached to the Amendment, namely

- Ex CO 1920, 1948 Budd blunt-end diner
- Ex ATSF 1389, 800187, 1941 Budd lounge car
- Ex WP 812, 1948 Budd dome coach, "Silver Feather"
- Ex NYC 103 1917 Budd diner

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Ex IC 4128A; 1950 Pullman kitchen/dormitory/power "Hanover"  
Ex IC 4128B; 1950 Pullman diner, "Botsford"  
Ex ATSF 1371; 1937 Budd dormitory/club "Nambe"  
Ex ATSF 1388; 1941 Budd lounge  
Ex ATSF 500; 800068; Pullman dome/lounge  
F-7A locomotive; Ex USS 723A; TTXR 100  
F-7A locomotive; Ex USS 724A; TTXR 102  
F-7A locomotive; Ex USS 723B; TTXR 101

Please show the following short summary of the document to appear in the index:  
"Amendment to Security Agreement of April 1, 1992, effective as of August 1, 1991, to amend a Security Agreement dated August 1, 1991, filed with the Commission under Recordation Number 17480, on or about August 12, 1991. The Amendment is between Transcisco Texan Railway, Inc. c/o Transcisco Industries, Inc. at 555 California Street, Suite 2420, San Francisco CA 94104; Transcisco Industries, Inc. at 555 California Street, Suite 2420, San Francisco CA 94104; and Transcisco Rail Services Company at 601 California Street, Suite 1301, San Francisco, CA 94108. Some of the railroad cars and locomotives as shown in Recordation Number 17480, are no longer the subject of the Security Agreement."

A check for \$15.00 in recording fees is enclosed. Please return two originals of the Amendment to Security Agreement to me, with one original stamped with the recording verification.

Thank you for your assistance in this matter.

Sincerely,  
TRANSCISCO TEXAN RAILWAY, INC.

  
Patricia M. Bovan  
Chief Counsel

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4/30/92

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

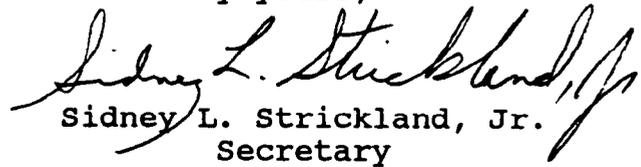
OFFICE OF THE SECRETARY

Patricia M. Bovan  
Transcisco Industries Inc  
555 California Street  
Suite 2420  
San Francisco, Calif. 94104

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 4/30/92 at 9:25am, and assigned recordation number(s). 17480-A

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDED NO 17480 A

APR 30 1992 -9 25 AM

INTERSTATE COMMERCE COMMISSION

**AMENDMENT TO SECURITY AGREEMENT**

The parties hereto by signing below hereby amend the Security Agreement of August 1, 1991 showing the Debtor as Transcisco Texan Railway, Inc. and the Secured Parties as Transcisco Rail Services Company and Transcisco Industries, Inc., filed with the Interstate Commerce Commission under Recordation Number 17480.

For good and valuable consideration, hereby acknowledged as received, the sections "Debtor's Mailing Address," "Other Obligation(s)" and the next paragraph thereafter citing the grant of a security interest, are amended to read as follows:

**"DEBTOR'S MAILING ADDRESS:** c/o Transcisco Industries, Inc.  
555 California Street, Suite 2420  
San Francisco, CA 94104"

**"OTHER OBLIGATIONS:** Any and all obligations of repayment, whether or not evidenced by notes, for any and all additional sums loaned to or paid on behalf of the Debtor, or representing services rendered to the Debtor, by either of the Secured Parties, including without limitation, certain repair and maintenance services dating after June 30, 1991, as well as certain payments of approximately \$133,000 made by Transcisco Industries, Inc. on behalf of the Debtor, dating after June 30, 1991, to fund the operations, including the suspension of such operations, of the Debtor.

Subject to the terms of this Security Agreement (this "Agreement"), Debtor grants to each Secured Party a security interest in the collateral and all its proceeds to secure payment and performance of Debtor's obligations in this Agreement, in the notes, and in all renewals and extensions of the obligations (including the "other obligations") and notes."

The remainder of the Security Agreement remains in full force and effect except as provided otherwise herein and under Schedule 1 attached as an integral part hereof. Executed this April 1, 1992, and effective as of August 1, 1991.

**SECURED PARTIES:**

**DEBTOR:**

TRANSCISCO RAIL SERVICES COMPANY

TRANSCISCO TEXAN RAILWAY, INC.

By: Timothy P. Carlson

By: Nick Ar

Title: Pres.

Title: General Manager

TRANSCISCO INDUSTRIES, INC.

By: E.M. Cunningham

Title: PRESIDENT

## SCHEDULE 1 TO THE AMENDMENT TO A SECURITY AGREEMENT

This Schedule 1 is attached to and made an integral part of the "Amendment to a Security Agreement" by and among Transcisco Texan Railway, Inc., Transcisco Industries, Inc. and Transcisco Rail Services Company, and dated April 1, 1992, which amends a Security Agreement by and among these parties filed with the Commission under Recordation Number 17480, on or about August 12, 1991.

Exhibit A to the Security Agreement is hereby canceled and superseded; and the equipment covered by the Security Agreement is as set forth below:

Ex CO 1920; 1948 Budd blunt-end diner  
Ex ATSF 1389; 800187; 1941 Budd lounge car  
Ex WP 812; 1948 Budd dome coach, "Silver Feather"  
Ex NYC 406; 1947 Budd diner  
Ex IC 4128A; 1950 Pullman kitchen/dormitory/power "Hanover"  
Ex IC 4128B; 1950 Pullman diner, "Botsford"  
Ex ATSF 1371; 1937 Budd dormitory/club "Nambe"  
Ex ATSF 1388; 1941 Budd lounge  
Ex ATSF 500; 800068; Pullman dome/lounge  
F-7A locomotive; Ex USS 723A; TTXR 100  
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