

1-309A027

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ALLEN H. HARRISON, JR.

DIRECT LINE (202)

663-6093

17582

NOV 5 1991 - 12 52 PM

INTERSTATE COMMERCE COMMISSION

November 1, 1991

Dear Mr. Strickland:

On behalf of Pac Rail, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Security Agreement ("Agreement"), dated as of October 31, 1991.

The parties to the enclosed Agreement are:

Pac Rail - Debtor (for indexing purposes, Mortgagor)  
Two Embarcadero Center  
Suite 1655  
San Francisco, California 94111

Concord Asset Management, Inc. - Secured Party  
(for indexing purposes, Mortgagee)  
One Norwalk West  
40 Richards Avenue  
Norwalk, Connecticut 06856

The Agreement covers, among other things, a loan from the Secured Party to the Debtor secured by certain rolling stock.

The units of equipment covered by the Agreement are those units identified in Annex I of the Agreement.

A short summary of the document to appear in the ICC index is as follows:

"Covers 108 UTBX now SOO numbered hoppers and 27 TRAX numbered hoppers."

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

*Allen H. Harrison, Jr.*

NOV 5 1991  
5 12 52 PM '91  
OFFICE OF THE CLERK  
INTERSTATE COMMERCE COMMISSION

Once the filing has been made, please return to bearer the stamped counterpart of the Agreement not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

  
Allen H. Harrison, Jr.  
Attorney for the purpose  
of this filing for Pac Rail

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

Interstate Commerce Commission  
Washington, D.C. 20423

11/5/91

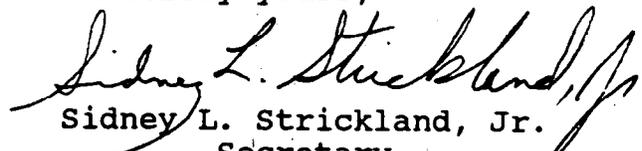
OFFICE OF THE SECRETARY

Allen H. Harrison ,Jr.  
Wilmer Outler & Pickering  
2445 M. Street N.W.  
Washington, D.C. 20037

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 11/5/91 at 12:50pm , and assigned recordation number(s). 17582

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

17582  
RECORDED TO \_\_\_\_\_

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INTERSTATE COMMERCE COMMISSION

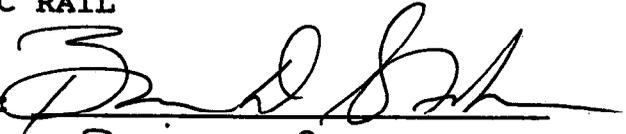
MEMORANDUM OF SECURITY AGREEMENT

On the date hereof, the parties hereto entered into that certain Security Agreement, dated as of November 8, 1989, by and between Concord Asset Management, Inc. ("CAMI"), as secured party having its principal offices at One Norwalk West, 40 Richards Avenue, Norwalk, CT 06856 and Pac Rail ("PR"), as debtor, having its principal offices at Two Embarcadero Center, Suite 1655, San Francisco, CA 94111, pursuant to which PR granted CAMI a security interest in all of its right, title and interest in the equipment described in Annex I.

*October*

Executed this 31 day ~~June~~, 1991.

PAC RAIL

By: 

Name: BRIAN D STUCKER

Title: S.V.P.

CONCORD ASSET MANAGEMENT, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF California )  
 )  
COUNTY OF San Francisco ) SS.:

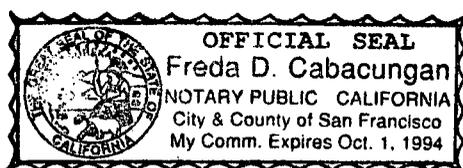
BEFORE ME, the undersigned notary, on this day personally appeared Brian D. Stucker, to me personally known who, being by me duly sworn, says that he/she is Exec. V.P. of Pac Rail ("PR"), that the above Memorandum of Security Agreement was signed on behalf of PR by authority of its Board of Directors and has acknowledged that the execution of the foregoing Memorandum of Security Agreement was the free act and deed of PR.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 31<sup>st</sup> day of October, 1991.

Freda D. Cabacungan  
Notary Public

[Seal]

My Commission Expires:  
10/1/94



# ANNEX I

~~ANNEX A~~

108 (One hundred eight)

## Description of Equipment

110 (One hundred ten) 4,000-cubic-foot, 100-ton capacity open top hopper cars equipped with Rotary Couplers to Bethlehem Steel Specification 3400-529

The reporting marks on the cars have been restencilled from the series UTBX 8000 to 8109 to the Soo Line Railroad Company 62,000 Series as follows:

OLD UTBX REPORTING MARK	NEW SOO LINE REPORTING MARK	OLD UTBX REPORTING MARK	NEW SOO LINE REPORTING MARK
8000	62565 ✓	8027	62542 ✓
1	62548 ✓	28	62596 ✓
2	62560 ✓	<del>29</del>	<del>62536</del> Destroyed
3	62579 ✓	30	62534 ✓
4	62526 ✓	31	62564 ✓
5	62610 ✓	32	62631 ✓
6	62597 ✓	33	62612 ✓
7	62598 ✓	34	62620 ✓
8	62602 ✓	35	62562 ✓
9	62590 ✓	36	62582 ✓
10	62616 ✓	37	62609 ✓
11	62570 ✓	38	62593 ✓
12	62556 ✓	39	62628 ✓
13	62566 ✓	40	62538 ✓
14	62630 ✓	41	62581 ✓
15	62525 ✓	42	62533 ✓
16	62625 ✓	43	62619 ✓
17	62618 ✓	44	62544 ✓
18	62607 ✓	45	62545 ✓
19	62595 ✓	46	62530 ✓
20	62592 ✓	47	62539 ✓
21	62535 ✓	48	62615 ✓
22	62550 ✓	49	62623 ✓
23	62600 ✓	50	62549 ✓
24	62611 ✓	51	62604 ✓
25	62588 ✓	52	62528 ✓
26	62627 ✓	53	62531 ✓
8054	62578 ✓	8081	62553 ✓
55	62606 ✓	82	62567 ✓
56	62527 ✓	83	62577 ✓
57	62554 ✓	84	62563 ✓
58	62558 ✓	85	62557 ✓
59	62555 ✓	86	62617 ✓
60	62569 ✓	87	62629 ✓
61	62624 ✓	88	62584 ✓
62	62632 ✓	89	62547 ✓
63	62526 ✓	90	62583 ✓
64	62529 ✓	91	62561 ✓
65	62605 ✓	92	62575 ✓
66	62573 ✓	93	62552 ✓
67	62613 ✓	94	62559 ✓
68	62540 ✓	95	62603 ✓
69	62594 ✓	96	62591 ✓
70	62587 ✓	97	62589 ✓
71	62532 ✓	98	62574 ✓
72	62537 ✓	99	62568 ✓
73	62580 ✓	8100	62601 ✓
8074	62541 ✓	8101	62523 ✓
75	62543 ✓	2	62551 ✓
76	62608 ✓	3	62585 ✓
77	62621 ✓	<del>4</del>	<del>62546</del> Destroyed
78	62524 ✓	5	62571 ✓
79	62614 ✓	6	62572 ✓
80	62599 ✓	7	62622 ✓
		8	62576 ✓
		9	62586 ✓

### First Group of Equipment

Twenty-seven (27) 100 ton, 2,100 cubic foot open top hoppers on lease to Martin Marietta through January 15, 1992.

"TRAX" car marks, car numbers:

2001	2024	2035	2047	2060	2083
2005	2028	2036	2049	2067	2094
2007	2031	2037	2054	2069	
2009	2032	2039	2055	2074	
2012	2033	2041	2057	2076	

MEMORANDUM OF SECURITY AGREEMENT

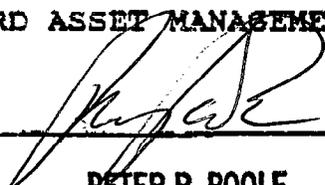
On the date hereof, the parties hereto entered into that certain Security Agreement, dated as of November 8, 1989, by and between Concord Asset Management, Inc. ("CAMI"), as secured party having its principal offices at One Norwalk West, 40 Richards Avenue, Norwalk, CT 06856 and Pac Rail ("PR"), as debtor, having its principal offices at Two Embarcadero Center, Suite 1655, San Francisco, CA 94111, pursuant to which PR granted CAMI a security interest in all of its right, title and interest in the equipment described in Annex I.

Executed this 31 <sup>October</sup> ~~June~~ day, 1991.

PAC RAIL

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CONCORD ASSET MANAGEMENT, INC.

By:  \_\_\_\_\_  
Name: PETER R. POOLE  
Title: VICE PRESIDENT

STATE OF CONNECTICUT )  
 ) ss.:  
COUNTY OF FAIRFIELD )

On this 4<sup>th</sup> day of NOVEMBER, 1991, before me, the undersigned, a Notary Public and for the State of CONNECTICUT, duly commissioned and sworn, personally appeared PETER R. POOLE, to me known to be the person who signed as VICE PRESIDENT of Concord Asset Management, Inc., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he was duly elected, qualified and acting as said officer of the corporation, that he was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

Bridget R. Connolly  
Notary Public BRIDGET R. CONNOLLY

Notary Public, State of Connecticut  
No. 61277  
Qualified in Fairfield County  
Commission Expires 4/30/96