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RECORDATION NO 17592-B
FILED 1992

2-237A000

AUG 24 1992 - 11 15 AM

August 24, 1992

INTERSTATE COMMERCE COMMISSION

RECORDATION NO 17592-C
FILED 1992

AUG 24 1992 - 11 15 AM

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

INTERSTATE COMMERCE COMMISSION

Re: Virginia Electric and Power Company
Leveraged Lease Financing
300 Coal Hopper Rail Cars

17592

Dear Mr. Strickland:

Enclosed for recordation under the provisions of 49 USC 11303(a) are the original and one counterpart of an Amendment No. 1 to Security Agreement-Trust Deed dated as of December 1, 1991 and an Amendment No. 2 to Security Agreement-Trust Deed dated as of July 15, 1992. The Security Agreement-Trust Deed to which said amendments relate is dated as of November 1, 1991 and was filed with your office at 4:00 p.m. November 19, 1991 and given Recordation No. 17592-A. Each of said amendments is a secondary document.

A general description of the railroad equipment covered by each of the enclosed documents is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Security Pacific Equipment Leasing, Inc.
Four Embarcadero Center
12th Floor
San Francisco, California 94111
Attention: Operations Department-LEV

Security Trustee: State Street Bank and Trust Company
of Connecticut, National Association
750 Main Street
Hartford, Connecticut 06103
Attention: Corporate Trust Division

Counterparts - [Signature]

CHAPMAN AND CUTLER

August 24, 1992

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The undersigned has acted as special counsel in connection with the preparation of the enclosed documents and has knowledge of the matters set forth therein.

Please return the original of each enclosed document to Ross D. Taylor, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$32.00 covering the required recording fee.

A short summary of each of the enclosed secondary documents to appear in the Index follows:

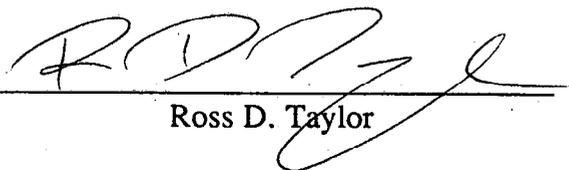
Amendment No. 1 to Security Agreement-Trust Deed between Security Pacific Equipment Leasing, Inc. as Lessor, Four Embarcadero Center, 12th Floor, San Francisco, California 94111 and State Street Bank and Trust Company of Connecticut, National Association, as Security Trustee, 750 Main Street, Hartford, Connecticut 06103 covering 300 coal hopper cars.

Amendment No. 2 to Security Agreement-Trust Deed between Security Pacific Equipment Leasing, Inc. as Lessor, Four Embarcadero Center, 12th Floor, San Francisco, California 94111 and State Street Bank and Trust Company of Connecticut, National Association, as Security Trustee, 750 Main Street, Hartford, Connecticut 06103 covering 300 coal hopper cars.

Very truly yours,

CHAPMAN AND CUTLER

By



Ross D. Taylor

RDT:srw
Enclosures

RECORDATION NO 17592-C FILED 1425

AUG 24 1992-11 15 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 2 TO SECURITY AGREEMENT-TRUST DEED

Dated as of July 15, 1992

From

SECURITY PACIFIC EQUIPMENT LEASING, INC.

Lessor

To

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT,
NATIONAL ASSOCIATION

Security Trustee

(300 Coal Hopper Cars)

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AMENDMENT NO. 2 TO SECURITY AGREEMENT-TRUST DEED

THIS AMENDMENT NO. 2 TO SECURITY AGREEMENT-TRUST DEED dated as of July 15, 1992 (this "*Amendment*") is between SECURITY PACIFIC EQUIPMENT LEASING, INC., a Delaware corporation (the "*Lessor*") and STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, a national banking association (the "*Security Trustee*").

RECITALS:

A. The capitalized terms used in this Amendment shall have the respective meanings set forth in the Original Security Agreement (as hereinafter defined) unless otherwise herein defined or the context hereof shall otherwise require.

B. The Debtor and the Secured Party have heretofore entered into that certain Security Agreement-Trust Deed dated as of November 1, 1991 (the "*Original Security Agreement*"), as amended by Amendment No. 1 to Security Agreement - Trust Deed dated as of December 1, 1992 ("*Amendment No. 1*") between the Lessor and the Security Trustee (the Original Security Agreement, as so amended being herein referred to as the "*Security Agreement*").

C. The Original Security Agreement was filed and recorded in the Office of the Secretary of the Interstate Commerce Commission on November 19, 1991 at 4:00 P.M. and given Recordation No. 17592-A.

D. The parties hereto desire to amend the Security Agreement in the respects, but only in the respects, hereinafter set forth.

In consideration of the foregoing and the premises hereof, the sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. AMENDMENTS TO SECURITY AGREEMENT.

The Security Agreement is hereby amended as follows:

(a) Schedule I to the Security Agreement (Amortization Schedule) is amended in its entirety by substituting therefor Schedule I hereto.

SECTION 2. MISCELLANEOUS.

Section 2.1. Governing Law. This Amendment shall be construed in accordance with and governed by the laws of the State of Virginia without regard to principles of conflicts of law; provided, however, that the Lessor and the Security Trustee shall be entitled to all the rights conferred by any applicable Federal statute, rule or regulation.

Section 2.2. Counterparts. This Amendment may be executed, acknowledged and delivered in any number of counterparts, each of such counterparts constituting an original but all together only one Amendment.

Section 2.3. Headings. Any headings or captions preceding the text of the several sections hereof are intended solely for convenience of reference and shall not constitute a part of this Security Agreement nor shall they affect its meaning, construction or effect.

Section 2.4. Reference to Security Agreement. Any and all notices, requests, certificates and other instruments executed and delivered concurrently with or after the execution and delivery of this Amendment may refer to the "*Security Agreement-Trust Deed dated as of November 1, 1991*" without making specific reference to this Amendment but nevertheless all such references shall be deemed to include this Amendment unless the context shall otherwise require.

Section 2.5. Ratification. Except to the extent hereby amended or modified, the Original Security Agreement is in all respects hereby ratified, confirmed and approved by the parties hereto.

AMORTIZATION SCHEDULE

DATE OF INSTALLMENT	TOTAL PAYMENT	ALLOCATED TO INTEREST	ALLOCATED TO PRINCIPAL	PRINCIPAL BALANCE
12/13/1991	0.00	0.00	0.00	7,863,220.01
1/13/1992	63,189.44	59,629.42	3,560.02	7,859,659.99
2/13/1992	64,571.52	59,602.42	4,969.10	7,854,690.89
3/13/1992	64,571.52	59,564.74	5,006.78	7,849,684.11
4/13/1992	70,148.24	59,526.77	10,621.47	7,839,062.64
5/13/1992	73,144.24	59,446.23	13,698.01	7,825,364.63
6/13/1992	73,144.24	59,342.35	13,801.89	7,811,562.73
7/13/1992	73,144.24	59,237.68	13,906.56	7,797,656.18
8/13/1992	59,132.23	59,132.23	0.00	7,797,656.18
9/13/1992	59,132.23	59,132.23	0.00	7,797,656.18
10/13/1992	59,132.23	59,132.23	0.00	7,797,656.18
11/13/1992	68,251.19	59,132.23	9,118.97	7,788,537.21
12/13/1992	73,895.26	59,063.07	14,832.18	7,773,705.03
1/13/1993	73,895.26	58,950.60	14,944.66	7,758,760.37
2/13/1993	73,895.26	58,837.27	15,057.99	7,743,702.38
3/13/1993	73,895.26	58,723.08	15,172.18	7,728,530.19
4/13/1993	73,895.26	58,608.02	15,287.24	7,713,242.96
5/13/1993	73,895.26	58,492.09	15,403.17	7,697,839.79
6/13/1993	73,895.26	58,375.29	15,519.97	7,682,319.82
7/13/1993	73,895.26	58,257.59	15,637.67	7,666,682.15
8/13/1993	73,895.26	58,139.01	15,756.25	7,650,925.90
9/13/1993	73,895.26	58,019.52	15,875.74	7,635,050.17
10/13/1993	73,895.26	57,899.13	15,996.13	7,619,054.04
11/13/1993	73,895.26	57,777.83	16,117.43	7,602,936.61
12/13/1993	73,895.26	57,655.60	16,239.65	7,586,696.95
1/13/1994	73,895.26	57,532.45	16,362.81	7,570,334.15
2/13/1994	73,895.26	57,408.37	16,486.89	7,553,847.26
3/13/1994	73,895.26	57,283.34	16,611.92	7,537,235.34
4/13/1994	73,895.26	57,157.37	16,737.89	7,520,497.45
5/13/1994	73,895.26	57,030.44	16,864.82	7,503,632.64
6/13/1994	73,895.26	56,902.55	16,992.71	7,486,639.93
7/13/1994	73,895.26	56,773.69	17,121.57	7,469,518.35
8/13/1994	73,895.26	56,643.85	17,251.41	7,452,266.94
9/13/1994	73,895.26	56,513.02	17,382.23	7,434,884.71
10/13/1994	73,895.26	56,381.21	17,514.05	7,417,370.66
11/13/1994	73,895.26	56,248.39	17,646.86	7,399,723.80
12/13/1994	73,895.26	56,114.57	17,780.69	7,381,943.11
1/13/1995	73,895.26	55,979.74	17,915.52	7,364,027.59
2/13/1995	73,895.26	55,843.88	18,051.38	7,345,976.21
3/13/1995	73,895.26	55,706.99	18,188.27	7,327,787.94
4/13/1995	73,895.26	55,569.06	18,326.20	7,309,461.74
5/13/1995	73,895.26	55,430.08	18,465.17	7,290,996.57
6/13/1995	73,895.26	55,290.06	18,605.20	7,272,391.37
7/13/1995	73,895.26	55,148.97	18,746.29	7,253,645.08
8/13/1995	73,895.26	55,006.81	18,888.45	7,234,756.63
9/13/1995	73,895.26	54,863.57	19,031.69	7,215,724.94
10/13/1995	73,895.26	54,719.25	19,176.01	7,196,548.93
11/13/1995	73,895.26	54,573.83	19,321.43	7,177,227.50

SCHEDULE I

(to Amendment No. 2 to Security Agreement-Trust Deed)

AMORTIZATION SCHEDULE

DATE OF INSTALLMENT	TOTAL PAYMENT	ALLOCATED TO INTEREST	ALLOCATED TO PRINCIPAL	PRINCIPAL BALANCE
12/13/1995	73,895.26	54,427.31	19,467.95	7,157,759.56
1/13/1996	73,895.26	54,279.68	19,615.58	7,138,143.97
2/13/1996	73,895.26	54,130.93	19,764.33	7,118,379.64
3/13/1996	73,895.26	53,981.05	19,914.21	7,098,465.43
4/13/1996	73,895.26	53,830.03	20,065.23	7,078,400.20
5/13/1996	73,895.26	53,677.87	20,217.39	7,058,182.81
6/13/1996	73,895.26	53,524.55	20,370.70	7,037,812.11
7/13/1996	73,895.26	53,370.08	20,525.18	7,017,286.93
8/13/1996	73,895.26	53,214.43	20,680.83	6,996,606.10
9/13/1996	73,895.26	53,057.60	20,837.66	6,975,768.43
10/13/1996	73,895.26	52,899.58	20,995.68	6,954,772.75
11/13/1996	73,895.26	52,740.36	21,154.90	6,933,617.86
12/13/1996	73,895.26	52,579.94	21,315.32	6,912,302.53
1/13/1997	73,895.26	52,418.29	21,476.96	6,890,825.57
2/13/1997	73,895.26	52,255.43	21,639.83	6,869,185.74
3/13/1997	73,895.26	52,091.33	21,803.93	6,847,381.81
4/13/1997	73,895.26	51,925.98	21,969.28	6,825,412.53
5/13/1997	73,895.26	51,759.38	22,135.88	6,803,276.65
6/13/1997	73,895.26	51,591.51	22,303.74	6,780,972.91
7/13/1997	73,895.26	51,422.38	22,472.88	6,758,500.03
8/13/1997	73,895.26	51,251.96	22,643.30	6,735,856.73
9/13/1997	73,895.26	51,080.25	22,815.01	6,713,041.72
10/13/1997	73,895.26	50,907.23	22,988.02	6,690,053.69
11/13/1997	73,895.26	50,732.91	23,162.35	6,666,891.34
12/13/1997	73,895.26	50,557.26	23,338.00	6,643,553.35
1/13/1998	73,895.26	50,380.28	23,514.98	6,620,038.37
2/13/1998	73,895.26	50,201.96	23,693.30	6,596,345.07
3/13/1998	73,895.26	50,022.28	23,872.97	6,572,472.09
4/13/1998	73,895.26	49,841.25	24,054.01	6,548,418.08
5/13/1998	73,895.26	49,658.84	24,236.42	6,524,181.66
6/13/1998	73,895.26	49,475.04	24,420.21	6,499,761.45
7/13/1998	73,895.26	49,289.86	24,605.40	6,475,156.05
8/13/1998	73,895.26	49,103.27	24,791.99	6,450,364.06
9/13/1998	73,895.26	48,915.26	24,980.00	6,425,384.06
10/13/1998	73,895.26	48,725.83	25,169.43	6,400,214.63
11/13/1998	73,895.26	48,534.96	25,360.30	6,374,854.34
12/13/1998	73,895.26	48,342.65	25,552.61	6,349,301.73
1/13/1999	73,895.26	48,148.87	25,746.39	6,323,555.34
2/13/1999	73,895.26	47,953.63	25,941.63	6,297,613.71
3/13/1999	73,895.26	47,756.90	26,138.35	6,271,475.36
4/13/1999	73,895.26	47,558.69	26,336.57	6,245,138.79
5/13/1999	73,895.26	47,358.97	26,536.29	6,218,602.50
6/13/1999	73,895.26	47,157.74	26,737.52	6,191,864.98
7/13/1999	73,895.26	46,954.98	26,940.28	6,164,924.70
8/13/1999	73,895.26	46,750.68	27,144.58	6,137,780.12
9/13/1999	73,895.26	46,544.83	27,350.42	6,110,429.69
10/13/1999	73,895.26	46,337.43	27,557.83	6,082,871.86
11/13/1999	73,895.26	46,128.44	27,766.81	6,055,105.05

AMORTIZATION SCHEDULE

DATE OF INSTALLMENT	TOTAL PAYMENT	ALLOCATED TO INTEREST	ALLOCATED TO PRINCIPAL	PRINCIPAL BALANCE
12/13/1999	73,895.26	45,917.88	27,977.38	6,027,127.67
1/13/2000	72,044.43	45,705.72	26,338.71	6,000,788.96
2/13/2000	73,895.26	45,505.98	28,389.27	5,972,399.68
3/13/2000	73,895.26	45,290.70	28,604.56	5,943,795.12
4/13/2000	50,638.75	45,073.78	5,564.97	5,938,230.15
5/13/2000	73,895.26	45,031.58	28,863.68	5,909,366.48
6/13/2000	73,895.26	44,812.70	29,082.56	5,880,283.91
7/13/2000	50,001.49	44,592.15	5,409.34	5,874,874.58
8/13/2000	73,895.26	44,551.13	29,344.13	5,845,530.45
9/13/2000	73,895.26	44,328.61	29,566.65	5,815,963.80
10/13/2000	49,383.13	44,104.39	5,278.74	5,810,685.06
11/13/2000	73,895.26	44,064.36	29,830.90	5,780,854.16
12/13/2000	89,259.44	43,838.14	45,421.29	5,735,432.87
1/13/2001	57,538.21	43,493.70	14,044.51	5,721,388.36
2/13/2001	89,259.44	43,387.20	45,872.24	5,675,516.11
3/13/2001	89,259.44	43,039.33	46,220.11	5,629,296.01
4/13/2001	43,808.30	42,688.83	1,119.47	5,628,176.54
5/13/2001	89,259.44	42,680.34	46,579.10	5,581,597.44
6/13/2001	89,259.44	42,327.11	46,932.32	5,534,665.11
7/13/2001	42,882.11	41,971.21	910.90	5,533,754.21
8/13/2001	89,259.44	41,964.30	47,295.14	5,486,459.07
9/13/2001	89,259.44	41,605.65	47,653.79	5,438,805.28
10/13/2001	41,960.57	41,244.27	716.30	5,438,088.99
11/13/2001	89,259.44	41,238.84	48,020.60	5,390,068.39
12/13/2001	89,259.44	40,874.69	48,384.75	5,341,683.64
1/13/2002	41,026.92	40,507.77	519.15	5,341,164.49
2/13/2002	89,259.44	40,503.83	48,755.61	5,292,408.88
3/13/2002	89,259.44	40,134.10	49,125.34	5,243,283.54
4/13/2002	41,550.40	39,761.57	1,788.84	5,241,494.71
5/13/2002	89,259.44	39,748.00	49,511.44	5,191,983.27
6/13/2002	89,259.44	39,372.54	49,886.90	5,142,096.37
7/13/2002	40,579.57	38,994.23	1,585.34	5,140,511.03
8/13/2002	89,259.44	38,982.21	50,277.23	5,090,233.80
9/13/2002	89,259.44	38,600.94	50,658.50	5,039,575.30
10/13/2002	39,594.02	38,216.78	1,377.24	5,038,198.06
11/13/2002	89,259.44	38,206.34	51,053.10	4,987,144.96
12/13/2002	89,259.44	37,819.18	51,440.26	4,935,704.70
1/13/2003	38,595.49	37,429.09	1,166.39	4,934,538.31
2/13/2003	89,259.44	37,420.25	51,839.19	4,882,699.12
3/13/2003	89,259.44	37,027.14	52,232.30	4,830,466.82
4/13/2003	37,846.47	36,631.04	1,215.43	4,829,251.39
5/13/2003	89,259.44	36,621.82	52,637.62	4,776,613.77
6/13/2003	89,259.44	36,222.65	53,036.78	4,723,576.99
7/13/2003	36,819.25	35,820.46	998.79	4,722,578.20
8/13/2003	89,259.44	35,812.88	53,446.55	4,669,131.64
9/13/2003	89,259.44	35,407.58	53,851.86	4,615,279.79
10/13/2003	35,778.17	34,999.21	778.96	4,614,500.82
11/13/2003	89,259.44	34,993.30	54,266.14	4,560,234.68

AMORTIZATION SCHEDULE

DATE OF INSTALLMENT	TOTAL PAYMENT	ALLOCATED TO INTEREST	ALLOCATED TO PRINCIPAL	PRINCIPAL BALANCE
12/13/2003	89,259.44	34,581.78	54,677.66	4,505,557.02
1/13/2004	34,723.38	34,167.14	556.24	4,505,000.78
2/13/2004	89,259.44	34,162.92	55,096.52	4,449,904.27
3/13/2004	89,259.44	33,745.11	55,514.33	4,394,389.94
4/13/2004	33,324.12	33,324.12	0.00	4,394,389.94
5/13/2004	86,784.32	33,324.12	53,460.19	4,340,929.74
6/13/2004	89,259.44	32,918.72	56,340.72	4,284,589.02
7/13/2004	32,491.47	32,491.47	0.00	4,284,589.02
8/13/2004	86,547.98	32,491.47	54,056.51	4,230,532.51
9/13/2004	89,259.44	32,081.54	57,177.90	4,173,354.61
10/13/2004	31,647.94	31,647.94	0.00	4,173,354.61
11/13/2004	86,319.58	31,647.94	54,671.64	4,118,682.97
12/13/2004	89,259.44	31,233.35	58,026.09	4,060,656.88
1/13/2005	67,522.33	30,793.31	36,729.02	4,023,927.86
2/13/2005	89,259.44	30,514.79	58,744.65	3,965,183.21
3/13/2005	89,259.44	30,069.31	59,190.13	3,905,993.08
4/13/2005	89,259.44	29,620.45	59,638.99	3,846,354.08
5/13/2005	89,259.44	29,168.19	60,091.25	3,786,262.83
6/13/2005	89,259.44	28,712.49	60,546.95	3,725,715.89
7/13/2005	89,259.44	28,253.35	61,006.09	3,664,709.79
8/13/2005	89,259.44	27,790.72	61,468.72	3,603,241.07
9/13/2005	89,259.44	27,324.58	61,934.86	3,541,306.21
10/13/2005	89,259.44	26,854.91	62,404.53	3,478,901.68
11/13/2005	89,259.44	26,381.67	62,877.77	3,416,023.91
12/13/2005	89,259.44	25,904.85	63,354.59	3,352,669.32
1/13/2006	89,259.44	25,424.41	63,835.03	3,288,834.29
2/13/2006	89,259.44	24,940.33	64,319.11	3,224,515.18
3/13/2006	89,259.44	24,452.57	64,806.86	3,159,708.32
4/13/2006	89,259.44	23,961.12	65,298.32	3,094,410.00
5/13/2006	89,259.44	23,465.94	65,793.50	3,028,616.50
6/13/2006	89,259.44	22,967.01	66,292.43	2,962,324.07
7/13/2006	89,259.44	22,464.29	66,795.15	2,895,528.93
8/13/2006	89,259.44	21,957.76	67,301.68	2,828,227.25
9/13/2006	89,259.44	21,447.39	67,812.05	2,760,415.20
10/13/2006	89,259.44	20,933.15	68,326.29	2,692,088.91
11/13/2006	89,259.44	20,415.01	68,844.43	2,623,244.48
12/13/2006	89,259.44	19,892.94	69,366.50	2,553,877.98
1/13/2007	89,259.44	19,366.91	69,892.53	2,483,985.45
2/13/2007	89,259.44	18,836.89	70,422.55	2,413,562.90
3/13/2007	89,259.44	18,302.85	70,956.59	2,342,606.31
4/13/2007	89,259.44	17,764.76	71,494.67	2,271,111.64
5/13/2007	89,259.44	17,222.60	72,036.84	2,199,074.80
6/13/2007	89,259.44	16,676.32	72,583.12	2,126,491.68
7/13/2007	89,259.44	16,125.90	73,133.54	2,053,358.13
8/13/2007	89,259.44	15,571.30	73,688.14	1,979,670.00
9/13/2007	89,259.44	15,012.50	74,246.94	1,905,423.05
10/13/2007	89,259.44	14,449.46	74,809.98	1,830,613.07
11/13/2007	89,259.44	13,882.15	75,377.29	1,755,235.79

AMORTIZATION SCHEDULE

DATE OF INSTALLMENT	TOTAL PAYMENT	ALLOCATED TO INTEREST	ALLOCATED TO PRINCIPAL	PRINCIPAL BALANCE
12/13/2007	89,259.44	13,310.54	75,948.90	1,679,286.88
1/13/2008	89,259.44	12,734.59	76,524.85	1,602,762.04
2/13/2008	89,259.44	12,154.28	77,105.16	1,525,656.88
3/13/2008	89,259.44	11,569.56	77,689.87	1,447,967.01
4/13/2008	89,259.44	10,980.42	78,279.02	1,369,687.98
5/13/2008	89,259.44	10,386.80	78,872.64	1,290,815.35
6/13/2008	89,259.44	9,788.68	79,470.76	1,211,344.59
7/13/2008	89,259.44	9,186.03	80,073.41	1,131,271.18
8/13/2008	89,259.44	8,578.81	80,680.63	1,050,590.55
9/13/2008	89,259.44	7,966.98	81,292.46	969,298.09
10/13/2008	89,259.44	7,350.51	81,908.93	887,389.16
11/13/2008	89,259.44	6,729.37	82,530.07	804,859.09
12/13/2008	89,259.44	6,103.51	83,155.92	721,703.17
1/13/2009	89,259.44	5,472.92	83,786.52	637,916.65
2/13/2009	89,259.44	4,837.53	84,421.90	553,494.74
3/13/2009	89,259.44	4,197.34	85,062.10	468,432.64
4/13/2009	89,259.44	3,552.28	85,707.16	382,725.48
5/13/2009	89,259.44	2,902.33	86,357.10	296,368.38
6/13/2009	89,259.44	2,247.46	87,011.98	209,356.40
7/13/2009	89,259.44	1,587.62	87,671.82	121,684.58
8/13/2009	89,259.44	922.77	88,336.66	33,347.92
9/13/2009	33,600.81	252.89	33,347.92	0.00