

10254-6
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ALVORD AND ALVORD

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OF COUNSEL
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AREA CODE 202
393-2266

June 29, 1979

RECORDATION NO. 10254-B Filed 1425

JUN 29 1979 - 12 55 PM

INTERSTATE COMMERCE COMMISSION

9-180A-25
JUN 29 1979
Date _____
Fee \$ 10.00
ICC Washington, D.C.

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are one counterpart each of Limited Recourse Promissory Note-Security Agreement dated June 28, 1979 and Amendment to Agreement of Lease dated June 28, 1979.

The Agreement of Lease dated April 3, 1979 to which one of the enclosed documents is an amendment was recorded at 12:30 on April 4, 1979 and assigned Recordation Number 10254-A, and most recently amended by Recordation Number 10254-F on June 12, 1979.

A general description of the railroad equipment covered by the enclosed documents is, as follows:

Sixty-six (66) open top hopper cars, NW Class H-12, bearing identifying marks and numbers UMP 6304 through UMP 6369, both inclusive.

The names and addresses of the parties to the enclosed documents are:

A. Limited Recourse Promissory Note-Security Agreement:

PAYOR or Refco Rail Equipment, Inc.
DEBTOR 39 South LaSalle Street
Chicago, Illinois 60603

PAYEE or Funding Systems Railcars, Inc.
SECURED 1000 RIDC Plaza
PARTY Pittsburgh, Pennsylvania 15238

RECEIVED
JUN 29 12 43 PM '79
I.C.C.
FEE OPERATION BR.

Counterparts - C.T. Kandler

Secretary
Interstate Commerce Commission
June 29, 1979
Page Two

B. Amendment to Agreement of Lease:

LESSOR Refco Rail Equipment, Inc.
 39 South LaSalle Street
 Chicago, Illinois 60603

LESSEE Funding Systems Railcars, Inc.
 1000 RIDC Plaza
 Pittsburgh, Pennsylvania 15238

The undersigned is agent for the Payee/Lessee mentioned in the enclosed documents for the purpose of submitting the enclosed documents for recordation and has knowledge of the matters set forth therein.

Also enclosed is a remittance in the amount of \$60 in payment of recordation fees.

Very truly yours,

ALVORD AND ALVORD
as Agent for FUNDING SYSTEMS
RAILCARS, INC.

By Charles T. Kappler
Charles T. Kappler

JUN 29 1979 - 12 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO AGREEMENT OF LEASE

AMENDMENT, dated June 28, 1979, by and between REFCO RAIL EQUIPMENT, INC., a Delaware corporation having its principal office and place of business at 39 South LaSalle Street, Chicago, Illinois 60603 ("Lessor"), and FUNDING SYSTEMS RAILCARS, INC., a Delaware corporation having its principal office and place of business at 1000 RIDC Plaza, Pittsburgh, Pennsylvania 15238 ("Lessee").

WHEREAS, the parties hereto have executed and delivered an Agreement of Lease dated April 4, 1979, as amended (the "Agreement of Lease"), and

WHEREAS, the parties hereto desire further to amend the Agreement of Lease to provide for the leasing of additional hopper cars thereunder;

NOW, THEREFORE, the parties hereto, desiring legally to be bound, hereby agree as follows:

1. The term "Equipment" (as such term is defined in Section 2 of the Agreement of Lease) shall hereinafter include the additional hopper cars described on the Schedule attached hereto ("Additional Equipment").

2. The term "Fixed Rent" (as such term is defined) shall hereinafter include the additional amounts referred to in Schedule A attached hereto at the times provided for therein ("Additional Fixed Rent").

3. The Agreement of Lease is hereby amended to reflect the Additional Equipment and Additional Fixed Rent and, as so amended, the Agreement of Lease shall continue in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment on the day and year first above written.

[SEAL]

LESSOR: REFCO RAIL EQUIPMENT, INC.

WITNESS:

Charles M. Whitman

By: Allen P. Pallen
VP.

[SEAL]

LESSEE: FUNDING SYSTEMS RAILCARS, INC.

WITNESS:

Lupe Garcia

By: [Signature]
President

SCHEDULE

The Equipment consists of sixty-six (66) 100-tons, open top hopper cars, NW Class H-12, bearing identifying marks and numbers as follows:

UMP 6304-6369, inclusive.