

SHEFFERMAN, PALEY & ROTHMAN

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CHEVY CHASE BUILDING
5530 WISCONSIN AVENUE
CHEVY CHASE, MARYLAND 20015
(301) 656-7603

November 10, 1978

RECORDATION NO. *8101-A* *8-331 A011*
Filed 1425 NOV 27 1978
NOV 27 1978 - 8 45 AM Date
INTERSTATE COMMERCE COMMISSION Fee \$10.00

Interstate Commerce Commission
Constitution Avenue and 12th Street, N.W.
Washington, D.C. 20423

ICC Washington, D. C.

ATTENTION: Ms. Mildred Lee
Room 122F

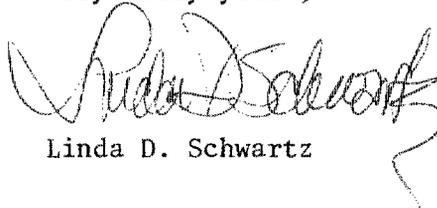
Re: Security Agreement
Recordation No. 8101
Railfund Series II Joint Venture
Filed: November 5, 1975

Dear Ms. Lee:

Pursuant to our recent conversation, we enclose an original statement of New Numbers, two copies and our check in the amount of Ten Dollars (\$10.00). Please file, record and return the Statement to us at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,


Linda D. Schwartz

LDS/cad

Enclosures

RECORDATION NO. 8101-A Filed 11-25

NOV 27 1978 8 45 AM

STATEMENT OF NEW NUMBERS INTERSTATE COMMERCE COMMISSION

This Statement of New Numbers, amends the Security Agreement, securing Railfund II filed on November 5, 1975 with the Interstate Commerce Commission, which Security Agreement was given Recordation No. 8101.

The Serial Numbers for the Collateral described in the aforesaid Security Agreement have been changed and the new Serial Numbers are as stated on Schedule A, which is attached hereto and made a part hereof by this reference.

Except as otherwise expressly stated herein, the terms and conditions of the aforesaid Security Agreement shall be unaffected hereby, and have full force against the debtor.

IN WITNESS WHEREOF, the attorney-in-fact for Debtor has caused this Statement of New Numbers to be executed as of the day and year first above written.

By *Mark Rothman*
Attorney-in-fact

Notary Seal
STATE OF MARYLAND, MONTGOMERY COUNTY, To Wit:

I HEREBY CERTIFY, that on 10th day of November, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Mark Rothman and he acknowledged the foregoing Agreement to be his act and deed as attorney-in-fact for all debtors and decured party named therein.

AS WITNESS my hand and Notarial Seal.

MY COMMISSION EXPIRES:
11/1/82

Patricia A. Jones
Notary Public

SCHEDULE A

RAILFUND SERIES #II JOINT VENTURE

<u>Purchaser of Freight Cars</u>	<u>No. of Cars Financed By Railfund</u>	<u>Serial No. of Purchased Car</u>	<u>New Serial No. of Purchased Car</u>
1. Multivest c/o Donald H. Seifman, Esquire Seifman & Kubash, P.C. 600 New Hampshire Avenue, N.W. Washington, D.C. 20037	1	RVTX 8016	HCRC 8016
2. Jeffrey S. Malka, M.D. 6845 Elm Street McLean, Virginia 22101	1	RVTX 8013	HCRC 8013
3. Mark A. Immergut, M.D. 10401 Old Georgetown Road Bethesda, Maryland 20014	3	RVTX 8030 RVTX 8004 RVTX 8025	HCRC 8030 HCRC 8004 HCRC 8025
4. Edward C. Gilbert, M.D. 9801 Georgia Avenue Silver Spring, Maryland	4	RVTX 8012 RVTX 8042 RVTX 8006 RVTX 8059	HCRC 8012 HCRC 8042 HCRC 8006 HCRC 8059
5. Frederick J. Frensilli, M.D. 5530 Wisconsin Avenue Chevy Chase, Maryland 20015	1	RVTX 8001	HCRC 8001
6. Richard H. Conant, M.D. 5530 Wisconsin Avenue Chevy Chase, Maryland 20015	3	RVTX 8000 RVTX 8019 RVTX 8020	HCRC 8000 HCRC 8019 HCRC 8020
7. Daniel L. Glick, M.D. 4600 Connecticut Avenue, N.W. Washington, D.C.	2	RVTX 8060 RVTX 8028	HCRC 8060 HCRC 8028
8. Norman J. Cowen, M.D. 106 Irving Street, N.W. Washington, D.C.	3	RVTX 8057 RVTX 8021 RVTX 8027	HCRC 8057 HCRC 8021 HCRC 8027