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Rec No 10689-B

RECORDATION NO. 10689-B Filed 1425

AUG 31 1979 - 12 40 PM

August 31, 1979

INTERSTATE COMMERCE COMMISSION

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AUG 31 1979  
[Signature]  
I.C.C. Washington, D.C.

*Counterpart - E.T. Kowala*

Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the regulations thereunder are one executed copy and one photocopy each of Limited Recourse Promissory Note-Security Agreement dated August 30, 1979 and Amendment to Agreement of Lease dated August 30, 1979.

The Agreement of Lease dated July 31, 1979 to which one of the enclosed documents is an amendment was recorded at 3:15 p.m. on July 31, 1979 and assigned Recordation Number 10689-A.

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

Eighty-five (85) 100-ton open top hopper cars, NW Class H-12, bearing identifying marks and numbers UMP 6433 through UMP 6517, both inclusive.

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

A. Limited Recourse Promissory Note-Security Agreement:

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

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

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Secretary  
Interstate Commerce Commission  
August 31, 1979  
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B. Amendment to Agreement of Lease:

LESSOR            Refco Transport 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 \$60.00 in payment of required recordation fees.

Very truly yours,

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

By Charles T. Kappler  
Charles T. Kappler

AUG 31 1979 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO AGREEMENT OF LEASE

AMENDMENT, dated August <sup>30</sup>, 1979, by and between REFCO TRANSPORT 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 July 31, 1979 (the "Agreement of Lease"), and

WHEREAS, the parties hereto desire 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 TRANSPORT EQUIPMENT,  
INC.

WITNESS:

Judith L. Davick

By:

Edwin P. Kallas  
v. p.

[SEAL]

LESSEE: FUNDING SYSTEMS RAILCARS,  
INC.

WITNESS:

Cynthia L. Parry

By:

Stanley B. Scheinman  
Stanley B. Scheinman, President

SCHEDULE A

The expiration date of the Lease Term with regard to the Equipment described on the annexed Schedule shall be March 31, 1995. Fixed Rent for the Equipment described on the annexed Schedule shall be as follows:

- (1) Monthly installments in the amount of:
  - (a) \$3,029.17 for each of the first four (4) full months (September through December, 1979) of the term hereof;
  - (b) \$8,029.17 for each of the next twelve (12) months (January, 1980 through December, 1980) during the term hereof;
  - (c) \$9,279.17 for each of the next twelve (12) months (January, 1981 through December, 1981) during the term hereof;
  - (d) \$9,862.50 for each of the next twelve (12) months (January, 1982 through December 1982) during the term hereof;
  - (e) \$37,102.23 for each of the next thirty-six (36) months (January 1983 through December 1985) during the term hereof;
  - (f) \$38,518.90 for each of the next thirty-six (36) months (January, 1986 through December, 1988);
  - (g) \$41,918.90 for each of the next remaining seventy-five (75) months (January, 1989 through March, 1995) during the term hereof.

No rent shall be charged for the period ending August 31, 1979.

SCHEDULE

The Equipment consists of eighty-five (85) 100-ton, open top hopper cars, NW Class H-12, bearing identifying marks and numbers as follows:

UMP 6433 through 6517, inclusive.



STATE OF NEW YORK    )  
                                  :   ss.:  
COUNTY OF NEW YORK   )

On this <sup>30<sup>th</sup></sup> day of *August*, 1979, before me personally appeared Stanley B. Scheinman to me personally known, who being by me duly sworn, did depose and say that he is the President of Funding Systems Railcars, Inc. the corporation which executed the foregoing Amendment, that the seal affixed to the foregoing Amendment is the corporate seal of said corporation, that said Amendment was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing Amendment was the free act and deed of said corporation.

*Carol Travers*  
\_\_\_\_\_  
Notary Public

**CAROL TRAVERS**  
Notary Public, State of New York  
No. 41-4891809  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires March 30, 1981