

RECORDATION NO. 7436-E Filed & Recorded

RECORDATION NO. 7436-B Filed & Recorded

MAR 1 1977 -9 30 AM

MAR 1 1977 -9 30 AM

INTERSTATE COMMERCE COMMISSION



United States Steel Corporation

INTERSTATE COMMERCE COMMISSION

W. E. LEWELLEN
VICE PRESIDENT-FINANCIAL SERVICES

600 GRANT STREET
PITTSBURGH, PENNSYLVANIA 15230

RECORDATION NO. 7436-F Filed & Recorded

March 1, 1977

MAR 1 1977 -9 30 AM

7-0604011

INTERSTATE COMMERCE COMMISSION

MAR 1 1977

Robert L. Oswald, Secretary
Interstate Commerce Commission
12th & Constitution Avenues, N.W.
Washington, DC 20423

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RECORDATION NO. 7436-C Filed & Recorded

Dear Mr. Oswald:

MAR 1 1977 -9 30 AM

Please find enclosed herewith for filing in your office pursuant to Section 20(c) of the Interstate Commerce Act and Commission Regulations with respect thereto, a duly executed and acknowledged and two certified true copies of:

True copies of:

RECORDATION NO. 7436-D Filed & Recorded

RECORDATION NO. 7436-H Filed & Recorded

1. Amendment Number 1 to a Non-Recourse Purchase and Lease Agreement relating to surface railway rolling stock between Whitkath, Inc., a New York corporation, as the Lessor and the United States Steel Corporation, a Delaware corporation, as the Lessee whereby the Lessor will purchase certain surface railway rolling stock to be leased by the Lessee. The aforesaid Non-Recourse Purchase and Lease Agreement was recorded with the Interstate Commerce Commission at 9:35 a.m. on March 21, 1974 at Recordation Number 7436.

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2. Amendment Number 1 to a Trust Indenture relating to surface railway rolling stock between Whitkath and First National City Bank (now Citibank, N.A.), a national banking association with corporate trust offices located in New York, New York, as trustee for The Prudential Insurance Company of America, The Travelers Insurance Company and Connecticut General Life Insurance Company, institutional investors who will finance a portion of the purchase price of such surface railway rolling stock by loans to Whitkath which will be secured by the Trust Indenture and evidenced by Whitkath's 8 1/8% non-recourse secured notes to such investors. With certain exceptions, all lease rental payments will be remitted directly to the Trustee to retire the notes of Whitkath. The aforesaid Trust Indenture was recorded with the Interstate Commerce Commission at 9:35 a.m. on March 21, 1974 at Recordation Number 7436-a.

Concurrence Andrew J. Cusack

3. Basic Lease Supplement 004 and Trust Indenture Supplement 004 relating to diesel locomotives covered by the aforementioned Lease and Trust Indenture.
4. Basic Lease Supplement 007 and Trust Indenture Supplement 007 relating to 31 hopper cars, a hiway rail dump truck and a tie tamper covered by the aforementioned Lease and Trust Indenture.

The surface railway rolling stock will be purchased and leased in connection with the development of the Cumberland Mine of the Lessee in Greene County, Pennsylvania and will be utilized to transport coal from such Mine to certain loading facilities of the Lessee on the Monongahela River near Alicia, Pennsylvania for further shipment through the Commonwealth of Pennsylvania and the State of Ohio to the Province of Ontario in Canada. Such surface railway rolling stock will include one diesel-electric, standard, railroad locomotive; thirty-one fast dumping 100-ton capacity hopper cars for unit train operation; gas or diesel powered mobile maintenance equipment; and replacement parts therein and surface railway rolling stock substituted therefor.

Lease rental payments are to be made to the Lessee by Ontario Hydro, a body corporate created and continued by Acts of the Province of Ontario, Canada, as a portion of the purchase price of coal to be recovered from the Lessee's Cumberland Mine. The Lessee has sold and assigned its rights to such lease rental payments to Whitkath in Section 13 of the lease. Whitkath, in turn, has, in the granting clauses of the Trust Indenture, granted a security interest in its rights to certain such lease rental payments and in all of the surface railway rolling stock as well as other rights of Whitkath under the Lease to the Trustee for the benefit of the aforesaid institutional investors. Accordingly, such assignments and security interests are contained in the documents recorded at Recordation Numbers 7436 and 7436-a as amended by the documents enclosed herewith for recordation and have not been embodied in separate instruments.

Neither Amendment Number 1 to the Lease nor Amendment Number 1 to the Trust Indenture enclosed herewith have previously been filed and recorded with the Commission.

The addresses of the parties herein identified are set forth in Schedule A hereto.

We would appreciate the original of both Amendment Number 1 to the Lease and Amendment Number 1 to the Trust Indenture being returned to the Trustee via the courier who will present the enclosed documents for filing and recordation.

Very truly yours,

By 
Vice President

BASIC LEASE SUPPLEMENT NO. 004 . . .

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INTERSTATE COMMERCE COMMISSION

THIS BASIC LEASE SUPPLEMENT dated as of March 1 1977 . . . , between WHITKATH INC., a New York corporation ("Lessor"), acting on behalf of itself and the Owner Participants, if any, and UNITED STATES STEEL CORPORATION, a Delaware corporation ("Lessee"),

W I T N E S S E T H :

WHEREAS, Lessor and Lessee have heretofore entered into two Non-Recourse Purchase and Lease Agreements dated as of October 1, 1973, as amended by Amendment No. 1 thereto dated . . . March 1 1977 . . . , (collectively, the "Lease"), (the terms defined in such Lease being herein used with the same meaning), which Lease provides for the execution and delivery from time to time of Basic Lease Supplements substantially in the form hereof for the purpose of confirming either (i) the initial demise of Designated or Transferred Assets or (ii) the continuation of the demise of Leased Assets previously leased by Lessee from Lessor and the Owner Participants, if any, under Interim Lease Supplements;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree as follows:

1. The Lessor hereby delivers and leases to Lessee under the above-mentioned Lease, and Lessee hereby accepts and leases from Lessor under such Lease, the Leased Asset or Assets listed on Schedule A annexed hereto; such Leased Assets are among those included in Group ^{Vib} . . . under Schedule .3. . . . to the above-mentioned Lease.

2. Lessee shall pay Basic Rent for the Leased Assets hereby demised in the amounts specified on Schedule A annexed hereto at the times and in the manner determined pursuant to the above-mentioned Lease. The schedule of Stipulated Loss Value, Termination Value and Optional Termination Value annexed hereto, if any, supersedes (to the extent specified therein) the values specified in the appropriate Schedule referred to in paragraph 1 above to the above-mentioned Lease. The commencement and expiration dates of the Basic Term for each Leased Asset hereby demised shall be those specified in respect thereto on Schedule A.

3. To the extent, if any, that this Basic Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction) no security interest in this Basic Lease Supplement may be created through the transfer or possession of any counterpart other than the original counterpart, which shall be identified as the counterpart containing the receipt therefor executed by the Trustee on the signature page thereof.

4. This Basic Lease Supplement incorporates, and is to be construed in accordance with, the terms of such Lease as if set out in full herein.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Basic Lease Supplement to be duly executed by the undersigned, hereunto duly authorized, as of the day and year first above written and to be delivered in the State of New York.

WHITKATH INC., Lessor

By..... *[Signature]*

UNITED STATES STEEL CORPORATION, Lessee

By... *[Signature]*



SCHEDULE A TO BASIC LEASE SUPPLEMENT NO. 004

Dated as of March 1, 1977

Schedule . 3 . Group . VI^b . Installment as a Percent of Lessor's Cost:1.6

Expiration Date . . . April 1, 2003

Int. Lease Supp. No.	Description of Leased Assets	Retained by Lessor	Pre- Purchase Advance	Purchase Prices	Service Payment	Interest and Commitment Fees	Total Lessor Payments, Advances, Etc.	Ba Re In
004	Diesel Locomotive		438,716		71,361	16,637	526,714	\$8

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 004

<u>QUARTERLY PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE</u>	<u>TERMINATION VALUE</u>	<u>OPTIONAL TERMINATION VALUE</u>
3/1/1977	110.4392	107.3219	110.4392
4/1/1977	113.9782	110.8139	113.9782
7/1/1977	114.9424	111.7303	114.9424
10/1/1977	115.4581	112.1977	115.4581
1/1/1978	115.8482	112.5386	115.8482
4/1/1978	116.1098	112.7503	116.1098
7/1/1978	116.4182	113.0081	116.4182
10/1/1978	116.7158	113.2543	116.7158
1/1/1979	116.9325	113.4188	116.9325
4/1/1979	117.0662	113.4995	117.0662
7/1/1979	117.1647	107.5728	117.1647
10/1/1979	111.2020	107.5270	111.2020
1/1/1980	111.1307	107.4003	111.1307
4/1/1980	110.9992	107.2126	110.9992
7/1/1980	110.8572	107.0134	110.8572
10/1/1980	110.6922	106.7905	110.6922
1/1/1981	110.5058	106.5452	110.5058
4/1/1981	110.2977	106.2774	110.2977
7/1/1981	110.0799	99.5648	110.0799
10/1/1981	103.2646	99.1222	103.2646
1/1/1982	102.8538	98.6490	102.8538

SCHEDULE B TO BASIC LEASE
 SUPPLEMENT NO. 004
 (Continued)

<u>QUARTERLY PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE</u>	<u>TERMINATION VALUE</u>	<u>OPTIONAL TERMINATION VALUE</u>
4/1/1982	102.4131	98.1449	102.4131
7/1/1982	101.9590	97.6265	101.9590
10/1/1982	101.4777	97.0798	101.4777
1/1/1983	100.9691	96.5049	100.9691
4/1/1983	100.4329	95.9015	100.4329
7/1/1983	99.8848	86.4716	99.8848
10/1/1983	90.4996	85.8305	90.4996
1/1/1984	89.9030	85.1635	89.9030
4/1/1984	89.2814	84.4705	89.2814
7/1/1984	88.6492	83.7658	88.6492
10/1/1984	87.9971	83.0400	87.9971
1/1/1985	87.3227	82.2909	87.3227
4/1/1985	86.6258	81.5182	86.6258
7/1/1985	85.9199	80.7352	85.9199
10/1/1985	85.1977	79.9349	85.1977
1/1/1986	84.4558	79.1137	84.4558
4/1/1986	83.6941	78.2714	83.6941
7/1/1986	82.9247	77.4203	82.9247
10/1/1986	82.1430	76.5556	82.1430
1/1/1987	81.3442	75.6726	81.3442

SCHEDULE B TO BASIC LEASE
 SUPPLEMENT NO. 004
 (Continued)

<u>QUARTERLY PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE</u>	<u>TERMINATION VALUE</u>	<u>OPTIONAL TERMINATION VALUE</u>
4/1/1987	80.5282	74.7711	80.5282
7/1/1987	79.7225	73.8786	79.7225
10/1/1987	78.9287	72.9967	78.9287
1/1/1988	78.1270	72.1055	78.1270
4/1/1988	77.3170	71.2048	77.3170
7/1/1988	76.5032	70.2988	76.5032
10/1/1988	75.6885	69.3906	75.6885
1/1/1989	74.8672	68.4744	74.8672
4/1/1989	74.0391	67.5499	74.0391
7/1/1989	73.2035	66.6165	73.2035
10/1/1989	72.3636	65.6772	72.3636
1/1/1990	71.5167	64.7295	71.5167
4/1/1990	70.6626	63.7732	70.6626
7/1/1990	69.8007	62.8074	69.8007
10/1/1990	68.9343	61.8356	68.9343
1/1/1991	68.0607	60.8549	68.0607
4/1/1991	67.1795	59.8651	67.1795
7/1/1991	66.2901	58.8654	66.2901
10/1/1991	65.3960	57.8594	65.3960
1/1/1992	64.4943	56.8441	64.4943
4/1/1992	63.5848	55.8193	63.5848

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 004
(Continued)

<u>QUARTERLY PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE</u>	<u>TERMINATION VALUE</u>	<u>OPTIONAL TERMINATION VALUE</u>
7/1/1992	62.6665	54.7839	62.6665
10/1/1992	61.7435	53.7420	61.7435
1/1/1993	60.8124	52.6904	60.8124
4/1/1993	59.8731	51.6286	59.8731
7/1/1993	58.9246	50.5558	58.9246
10/1/1993	57.9712	49.4762	57.9712
1/1/1994	57.0093	48.3863	57.0093
4/1/1994	56.0388	47.2858	56.0388
7/1/1994	55.0585	46.1736	55.0585
10/1/1994	54.0732	45.0543	54.0732
1/1/1995	53.0790	43.9242	53.0790
4/1/1995	52.0757	42.7828	52.0757
7/1/1995	51.0621	41.6292	51.0621
10/1/1995	50.0433	40.4682	50.0433
1/1/1996	49.0151	39.2956	49.0151
4/1/1996	47.9774	38.1113	47.9774
7/1/1996	46.9287	36.9140	46.9287
10/1/1996	45.8747	35.7089	45.8747
1/1/1997	44.8108	34.4918	44.8108
4/1/1997	43.7367	33.2622	43.7367

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 004
(Continued)

<u>QUARTERLY PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE</u>	<u>TERMINATION VALUE</u>	<u>OPTIONAL TERMINATION VALUE</u>
7/1/1997	42.6512	32.0187	42.6512
10/1/1997	41.5601	30.7673	41.5601
1/1/1998	40.4585	29.5031	40.4585
4/1/1998	39.3463	28.2257	39.3463
7/1/1998	38.2219	26.9337	38.2219
10/1/1998	37.0917	25.6333	37.0917
1/1/1999	35.9505	24.3194	35.9505
4/1/1999	34.7980	22.9915	34.7980
7/1/1999	33.6326	21.6481	33.6326
10/1/1999	32.4612	20.2961	32.4612
1/1/2000	31.2782	18.9296	31.2782
4/1/2000	30.0831	17.5485	30.0831
7/1/2000	28.8745	16.1508	28.8745
10/1/2000	27.6596	14.7441	27.6596
1/1/2001	26.4324	13.3222	26.4324
4/1/2001	25.1925	11.8847	25.1925
7/1/2001	23.9381	10.4297	23.9381
10/1/2001	22.6772	8.9652	22.6772
1/1/2002	21.4282	7.5094	21.4282
4/1/2002	20.1959	6.0674	20.1959
7/1/2002	18.9376	4.5960	18.9376
10/1/2002	17.6525	3.0947	17.6525
1/1/2003	16.3402	1.5630	16.3402
4/1/2003	15.0000	0.0000	15.0000

