RECORDATION NO. 7436-A Filed 1425

DEC 1 1978-8 30 AM

INTERSTATE COMMERCE COMMISSION

W. E. LEWELLEN
VICE PRESIDENT-FINANCIAL SERVICES

RECORDATION NO. 7436-B Filed 1425

DEC 1 1978-8 30 AM

INTERSTATE COMMERCE COMMISSION

United States Steel Corporation

600 GRANT STREET
PITTSBURGH, PENNSYLVANIA 15219

December 1, 1978

RECORDATION NO. 7436-C Filed 1425

DEC 1 1978-8 30 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7436-C Filed 1425

DEC 1 1978-8 30 AM

INTERSTATE COMMERCE COMMISSION

Nov 31 8 26 AM '78

I. C. C.

FEE OPERATION BR.

RECORDATION NO. 7436-D Filed 1425

DEC 1 1978-8 30 AM

INTERSTATE COMMERCE COMMISSION

No. 8-335A079

Date DEC 1 1978

Fee $ 50.00

ICC Washington, D. C.

Mr. H. Gordon Homme, Jr., Acting Secretary
Interstate Commerce Commission
12th & Constitution Avenues, N.W.
Washington, D. C. 20423

Dear Mr. Homme:

Please find enclosed 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:

1. Amendment Number 2 dated as of December 1, 1978 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 United States Steel Corporation, a Delaware corporation, as the Lessee. By the terms of the Lease, 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. Amendment Number 1 to said Lease was recorded with the Commission on March 1, 1977 and certain Waivers dated as of September 1, 1977 to said Lease were recorded with the Commission on October 3, 1977.

2. Basic Lease Supplement 046 relating to one gang car - one man section covered by the aforesaid Lease.

United States Steel Corporation

3. Trust Indenture Supplement 046 (with respect to one gang car - one man section) 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 notices 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. Amendment Number 1 to said Indenture was recorded with the Commission on March 1, 1977.

4. Basic Lease Supplement 049 relating to one 27 ton sand tower and one portable jack covered by the aforesaid Lease.

5. Trust Indenture Supplement 049 (with respect to one 27 ton sand tower and one portable jack) to the aforesaid Trust Indenture.

The surface railway rolling stock will be purchased and leased in connection with the development of the Cumberla 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

United States Steel Corporation

in Canada. Such surface railway rolling stock will include one diesel-electric, standard, railroad locomotive; thirty-o fast dumping 100-ton capacity hopper cars for unit train ope gas or diesel powered mobile maintenance equipment; a hydrau rerailing system and a rail drill; and replacement parts the and surface railway rolling stock substituted therefor. The enclosed Lease and Indenture Supplements cover a gang car-on man section, a 27 ton sand tower and a portable jack.

Lease rental payments are to be made to the Lessee by Ontario Hydro, a body corporate created and continued by of the Province of Ontario, Canada, as a portion of the purc price of coal to be recovered from the Lessee's Cumberland M The Lessee has sold and assigned its rights to such lease re 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 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 inter are contained in the documents recorded at Recordation Numbe 7436 and 7463-a, as subsequently amended, modified and supplemented and as amended and supplemented by the document enclosed herewith for recordation and have not been embodied in separate instruments.

None of the enclosed documents have previously bee 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 Amendment Numb 2 to the Lease, Trust Indenture Supplements 046 and 049 and Basic Lease Supplements 046 and 049 being returned to the Trustee via the courier who will present the enclosed docume for filing and recordation.

Very truly yours,

W. E. Lucelle

Vice President

Enclosures

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Certification

I, Roger P. Joseph, having been duly sworn, do hereby certify that I have compared the attached copy of Basic Lease Supplement 049 with the original thereof, and I have found the attached copy to be a true and correct copy of such original.

Roger P. Joseph

Sworn to before me this
30th day of November, 1978.

Virginia I. Flandrau
Notary Public

VIRGINIA I. FLANDRAU
NOTARY PUBLIC, State of New York
No. 24-4669363
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1980

BASIC LEASE SUPPLEMENT NO. 049

This Basic Lease Supplement dated as of December 1, 1978, 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").

WITNESSETH:

Whereas, Lessor and Lessee have heretofore entered into two Non-Recourse Purchase and Lease Agreements dated as of October 1, 1973 as amended by Amendments No. 1 thereto dated March 1, 1977 and as amended by amendments No. 2 dated as of December 1, 1978 (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 III 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 James D. Goodpasture

United States Steel Corporation, *Lessee*

By Wm. Mazeski

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

On this 1st day of December, 1978, before me personally appeared, James D. Goodpasture, to me personally known, who being by me duly sworn, says that he is a Vice President of WHITKATH INC., a New York corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument 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 instrument was the free act and deed of said corporation.

Veronica C Miller

[SEAL]

VERONICA C. MILLER
Notary Public, State of New York
No. 30-4501960
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1979

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF ALLEGHENY)

On this 29th day of November, 1978, before me person appeared William Nogosky, to me personally known, who being by me duly sworn, says that he is the Authorized Lessee Representative of United States Steel Corporation, a Delaware corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

Marian D. Ferbas

My Commission expires:

MARIANN D. FERBAS, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES AUG. 30, 1980
Member, Pennsylvania Association of Notaries

United States Steel Corporation

SCHEDULE A TO BASIC LEASE SUPPLEMENT NO. 049

Dated as of: DECEMBER 1, 1978

Schedule .III. **Group** .VIb. **Installment as a Percent of Lessor's Cost:** 1.5860(

Expiration Date: JULY 1, 2005

11 f le .	Description of Leased Assets	Retained by Lessor	Pre-Purchase Advance	Purchase Prices	Service Payment	Interest and Commitment Fees	Total Lessor Payments, Advances, Etc.	Basi Rent Inst
71	Sand Tower			25,204	5,149	1,015* 1,095	32,463	5
76	Misc. Mtce. Equip.			46,568	9,515	1,875* 2,024	59,982	9
	TOTAL	-0-	-0-	71,772	14,664	6,009	92,445	1,4

* Denotes Interest

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 049

QUARTERLY PAYMENT DATE	STIPULATED LOSS VALUE	TERMINATION VALUE	OPTIONAL TERMINATION VALUE
1979			
1	108.3996	105.2827	108.3996
2	111.5618	108.3979	111.5618
3	113.1238	109.9122	113.1238
4	114.2469	110.9868	114.2469
1980			
5	114.9053	111.5960	114.9053
6	115.8607	112.5015	115.8607
7	116.9210	113.5112	116.9210
8	117.7414	114.2802	117.7414
1981			
9	118.3078	114.7944	118.3078
10	118.8283	115.2619	118.8283
11	119.1208	115.5007	119.1208
12	119.1731	107.3586	119.1731
1982			
13	110.8467	107.1166	110.8467
14	110.6571	106.8708	110.6571
15	110.4250	106.5816	110.4250
16	110.1639	106.2626	110.1639
1983			
17	109.8735	105.9134	109.8735
18	109.5697	105.5499	109.5697
19	109.2379	105.1575	109.2379
20	108.8792	96.5974	108.8792

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 049
(Continued)

QUARTERLY PAYMENT DATE	STIPULATED LOSS VALUE	TERMINATION VALUE	OPTIONAL TERMINATION VALUE
1984			
21	100.3535	96.1491	100.3535
22	99.9554	95.6876	99.9554
23	99.5325	95.2003	99.5325
24	99.0847	94.6873	99.0847
1985			
25	98.6120	94.1482	98.6120
26	98.1282	93.5971	98.1282
27	97.6228	93.0234	97.6228
28	97.0947	84.2862	97.0947
1986			
29	88.4040	83.6649	88.4040
30	87.8434	83.0328	87.8434
31	87.2643	82.3813	87.2643
32	86.6649	81.7082	86.6649
1987			
33	86.0448	81.0134	86.0448
34	85.4163	80.3090	85.4163
35	84.7727	79.5884	84.7727
36	84.1109	78.8485	84.1109
1988			
37	83.4309	78.0891	83.4309
38	82.7436	77.3213	82.7436
39	82.0447	76.5406	82.0447
40	81.3299	75.7429	81.3299

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 049
(Continued)

QUARTERLY PAYMENT DATE	STIPULATED LOSS VALUE	TERMINATION VALUE	OPTIONAL TERMINATION VALUE
1989			
41	80.5992	74.9279	80.5992
42	79.8625	74.1058	79.8625
43	79.1177	73.2741	79.1177
44	78.3594	72.4277	78.3594
1990			
45	77.5874	71.5663	77.5874
46	76.8110	70.6992	76.8110
47	76.0298	69.8258	76.0298
48	75.2376	68.9401	75.2376
1991			
49	74.4341	68.0417	74.4341
50	73.6277	67.1389	73.6277
51	72.8200	66.2333	72.8200
52	72.0037	65.3177	72.0037
1992			
53	71.1786	64.3919	71.1786
54	70.3483	63.4593	70.3483
55	69.5157	62.5227	69.5157
56	68.6755	61.5771	68.6755
1993			
57	67.8275	60.6221	67.8275
58	66.9711	59.6571	66.9711
59	66.1094	58.6851	66.1094
60	65.2397	57.7035	65.2397

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 049
(Continued)

QUARTERLY PAYMENT DATE	STIPULATED LOSS VALUE	TERMINATION VALUE	OPTIONAL TERMINATION VALUE
1994			
61	64.3618	56.7120	64.3618
62	63.4751	55.7099	63.4751
63	62.5827	54.7005	62.5827
64	61.6820	53.6809	61.6820
1995			
65	60.7727	52.6510	60.7727
66	59.8539	51.6098	59.8539
67	58.9294	50.5610	58.9294
68	57.9960	49.5014	57.9960
1996			
69	57.0535	48.4309	57.0535
70	56.1011	47.3484	56.1011
71	55.1426	46.2580	55.1426
72	54.1748	45.1562	54.1748
1997			
73	53.1974	44.0428	53.1974
74	52.2094	42.9168	52.2094
75	51.2151	41.7825	51.2151
76	50.2109	40.6361	50.2109
1998			
77	49.1966	39.4774	49.1966
78	48.1711	38.3054	48.1711
79	47.1390	37.1245	47.1390
80	46.0964	35.9310	46.0964

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 049
(Continued)

QUARTERLY PAYMENT DATE	STIPULATED LOSS VALUE	TERMINATION VALUE	OPTIONAL TERMINATION VALUE
1999			
81	45.0431	34.7244	45.0431
82	43.9779	33.5037	43.9779
83	42.9059	32.2737	42.9059
84	41.8228	31.0303	41.8228
2000			
85	40.7283	29.7731	40.7283
86	39.6211	28.5008	39.6211
87	38.5068	27.2188	38.5068
88	37.3808	25.9226	37.3808
2001			
89	36.2426	24.6117	36.2426
90	35.0911	23.2848	35.0911
91	33.9320	21.9477	33.9320
92	32.7605	20.5955	32.7605
2002			
93	31.5761	19.2277	31.5761
94	30.3774	17.8429	30.3774
95	29.2592	16.5357	29.2592
96	28.1764	15.2611	28.1764
2003			
97	27.0705	13.9605	27.0705
98	25.9412	12.6335	25.9412
99	24.7879	11.2796	24.7879
100	23.6101	9.8981	23.6101

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 049
(Continued)

QUARTERLY PAYMENT DATE	STIPULATED LOSS VALUE	TERMINATION VALUE	OPTIONAL TERMINATION VALUE
2004			
101	22.4073	8.4886	22.4073
102	21.1790	7.0505	21.1790
103	19.9247	5.5832	19.9247
104	18.6438	4.0860	18.6438
2005			
105	17.3357	2.5585	17.3357
106	16.4814	1.9875	16.4814
107	15.0000	0.0000	15.0000