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RECORDATION NO. *9672-1* Filed 1425 November 7, 1978

NOV 8 1978-2 45 PM
RECORDATION NO. *9672-H* Filed 1425
E-312A129

INTERSTATE COMMERCE COMMISSION
NOV 8 1978-2 45 PM
INTERSTATE COMMERCE COMMISSION
Date NOV 8 1978
Fee \$ *0.00*

H. Gordon Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D. C.

Dear Mr. Homme:

I am sending herewith for filing in your office pursuant to Section 20c of the Interstate Commerce Act, six counterparts of each of the following:

- (a) Fourth Amendment to Security Agreement dated as of September 1, 1978 between Funding Systems Railcars, Inc. and Girard Bank covering 50 new boxcars for use in Interstate Commerce;
- (b) Fourth Amendment to Lease and Management Agreement dated as of September 1, 1978 between Funding Systems Railcars, Inc. and National Railway Utilization Corporation to which the boxcars are leased.

There is also enclosed a check in the amount of \$20.00 for the recordation fees. The names and addressees of the parties to the transaction are as follows:

Secured Party: Girard Bank, as Agent
3 Girard Plaza
Philadelphia, PA 19101

Purchaser and Lessor: Funding Systems Railcars, Inc.
c/o Funding Systems Corporation
Suite 401
1000 RIDC Plaza
Pittsburgh, PA 15238

Alvin J. ...
Alvin J. ...

RECEIVED
NOV 8 2 43 PM '78
I.C.C.
FEE OPERATION BR.

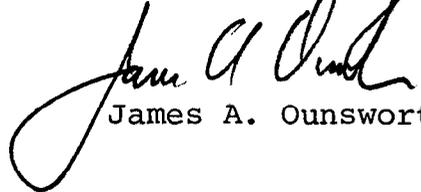
H. Gordon Homme, Jr.
November 7, 1978
Page 2

Lessee: National Railway Utilization
Corporation
1100 Centre Square East
1500 Market Street
Philadelphia, PA 19102

The equipment covered by the agreements consist of 12 50'6" 70-ton boxcars with A.A.R. mechanical designation XM, bearing Lessee road numbers NSL 156034-156045, inclusive; and 38 50'6" 70-ton boxcars with A.A.R. mechanical designation XM, bearing Lessee road numbers PT 201110-201147, inclusive, and marked "Leased from a corporation and subject to a security interest recorded with the ICC."

Kindly return to the bearer five counterparts of each of the documents.

Very truly yours,


James A. Ounsworth

JAO/mlm

Enclosures

NOW THEREFORE, in consideration of the mutual promises and covenants herein contained, and intending to be legally bound hereby, the parties agree as follows:

1. Schedule A to the Lease Agreement, which provides a three part description of the Equipment leased under the Lease Agreement as supplemented by Schedule A(1) pursuant to the First Amendment and by Schedule A(2) pursuant to the Second Amendment and by Schedule A(3) pursuant to the Third Amendment, is hereby further supplemented to include additional Equipment as more particularly described in Schedule A(4), a copy of which is attached hereto and incorporated herein.

2. The terms "Equipment", "Items of Equipment", or an "Item of Equipment", as referenced on page 1 of the Lease Agreement shall hereafter include the Equipment described in said Schedule A(4) together with the Equipment described in Schedule A, Schedule A(1), Schedule A(2) and Schedule A(3) to the Lease Agreement.

3. Except as otherwise provided herein, all of the other terms and conditions of the Lease Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, shall remain in full force and effect.

WITNESS, the execution hereof as of the day and year first above written.

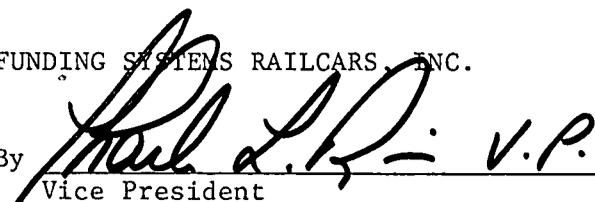
(Corporate Seal)

ATTEST:



FUNDING SYSTEMS RAILCARS, INC.

By



Vice President

(Corporate Seal)

ATTEST:

F. W. Stroppe

NATIONAL RAILWAY UTILIZATION
CORPORATION

By Charles P. Turnbale

(Corporate Seal)

ATTEST:

Gerald F. Anton

GIRARD BANK

By W. E. Deely

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 3rd day of November, 1978, before me personally appeared Charles L. Rucquoi, to me personally known, who being by me duly sworn, says that he is a Vice President of Funding Systems Railcars, Inc., that one of the seals 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.

Kathleen M. Fisher
Notary Public

[NOTARIAL SEAL]

My Commission expires:

KATHLEEN M. FISHER, Notary Public
O'HARA TWP., ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 25, 1982
Member, Pennsylvania Association of Notaries

STATE OF *Pennsylvania*)
) SS:
COUNTY OF *Philadelphia*)

On this 7th day of November, 1978, before me personally appeared Charles P. Turnbark to me personally known, who being by me duly sworn, says that he is the Vice President of National Railway Utilization Corporation, that one of the seals 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.

Elsie Marlene Williams
Notary Public

[NOTARIAL SEAL]

My Commission expires:

ELSIE MARLENE WILLIAMS
Notary Public, Phila., Phila. Co.
My Commission Expires Oct. 18, 1982

Builder - Rail Fleet Corporation

Schedule A(4)

Description of Equipment

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Average Unit Price</u>	<u>Total Price</u>	<u>Delivery</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars with- out side posts 10'0" sliding doors rigid underframe	12	NSL 156034 NSL 156045	\$38,500.00	\$462,000.00	Greenville, South Carolina
TOTAL		12 12		TOTAL	\$462,000.00.	

Builder - National Railway Construction
Corporation

Schedule A(4)

Description of Equipment

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Average Unit Price</u>	<u>Total Price</u>	<u>Delivery</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars with- out side posts 10'0" sliding doors rigid underframe	38	PT 201110 PT 201147	\$38,500.00	\$1,463,000.00	Pickens, South Carolina
TOTAL		38			\$1,463,000.00	