

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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FEE OPERATION BR.

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:

RECORDATION NO. 7436-D Filed & Recorded

MAR 1 1977 -9 30 AM

INTERSTATE COMMERCE COMMISSION

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.
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.

RECORDATION NO. 7436-D Filed & Recorded

MAR 1 1977 -9 30 AM

INTERSTATE COMMERCE COMMISSION

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. 007, MAR 1 1977-9 30A

INTERSTATE COMMERCE COMM

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. 007

Dated as of March 1, 1977

Schedule .3. . Group .VI^b. . Installment as a Percent of Lessor's Cost: 1.5

Expiration Date .July.1., .2003. . .

| Inst. 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. | Bas Re In |
|--------------------------------|---------------------------------|-----------------------|-----------------------------|--------------------|--------------------|---------------------------------------|---|-----------------|
| 007 | Hopper Cars | | 832,428 | 231,698 | 41,501 | 37,993 | 1,143,621 | \$18 |
| | Tie Tamper | | 86,455 | (701) | 3,344 | 3,405 | 92,503 | 1 |
| | Hiway Rail Dump Truck | | | 91,172 | 748 | 420 | 20,340 | |
| | TOTAL | | 918,883 | 250,169 | 45,593 | 41,818 | 1,256,464 | \$19 |

() Denotes Credit

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 007

| <u>QUARTERLY PAYMENT DATE</u> | <u>STIPULATED LOSS VALUE</u> | <u>TERMINATION VALUE</u> | <u>OPTIONAL TERMINATION VALUE</u> |
|---------------------------------------|----------------------------------|------------------------------|---|
| 3/1/1977 | 110.4399 | 107.3688 | 110.4399 |
| 4/1/1977 | 113.0574 | 109.9401 | 113.0574 |
| 7/1/1977 | 114.3025 | 111.1381 | 114.3025 |
| 10/1/1977 | 114.9450 | 111.7330 | 114.9450 |
| 1/1/1978 | 115.4198 | 112.1594 | 115.4198 |
| 4/1/1978 | 115.7220 | 112.4124 | 115.7220 |
| 7/1/1978 | 116.1106 | 112.7511 | 116.1106 |
| 10/1/1978 | 116.5135 | 113.1033 | 116.5135 |
| 1/1/1979 | 116.8172 | 113.3557 | 116.8172 |
| 4/1/1979 | 117.0189 | 113.5052 | 117.0189 |
| 7/1/1979 | 117.1784 | 113.6117 | 117.1784 |
| 10/1/1979 | 117.2262 | 107.6343 | 117.2262 |
| 1/1/1980 | 111.2026 | 107.5276 | 111.2026 |
| 4/1/1980 | 111.0768 | 107.3464 | 111.0768 |
| 7/1/1980 | 110.9405 | 107.1539 | 110.9405 |
| 10/1/1980 | 110.7813 | 106.9375 | 110.7813 |
| 1/1/1981 | 110.6006 | 106.6989 | 110.6006 |
| 4/1/1981 | 110.3984 | 106.4379 | 110.3984 |
| 7/1/1981 | 110.1865 | 106.1663 | 110.1865 |
| 10/1/1981 | 109.9541 | 99.3791 | 109.9541 |
| 1/1/1982 | 103.0585 | 98.9161 | 103.0585 |

SCHEDULE B TO BASIC LEASE
 SUPPLEMENT NO. 007
 (Continued)

| <u>QUARTERLY PAYMENT DATE</u> | <u>STIPULATED LOSS VALUE</u> | <u>TERMINATION VALUE</u> | <u>OPTIONAL TERMINATION VALUE</u> |
|---------------------------------------|----------------------------------|------------------------------|---|
| 4/1/1982 | 102.6271 | 98.4223 | 102.6271 |
| 7/1/1982 | 102.1824 | 97.9142 | 102.1824 |
| 10/1/1982 | 101.7106 | 97.3781 | 101.7106 |
| 1/1/1983 | 101.2115 | 96.8137 | 101.2115 |
| 4/1/1983 | 100.6851 | 96.2209 | 100.6851 |
| 7/1/1983 | 100.1467 | 95.6152 | 100.1467 |
| 10/1/1983 | 99.5847 | 86.1715 | 99.5847 |
| 1/1/1984 | 90.1846 | 85.5155 | 90.1846 |
| 4/1/1984 | 89.5730 | 84.8335 | 89.5730 |
| 7/1/1984 | 88.9509 | 84.1400 | 88.9509 |
| 10/1/1984 | 88.3089 | 83.4255 | 88.3089 |
| 1/1/1985 | 87.6448 | 82.6877 | 87.6448 |
| 4/1/1985 | 86.9582 | 81.9264 | 86.9582 |
| 7/1/1985 | 86.2627 | 81.1550 | 86.2627 |
| 10/1/1985 | 85.5510 | 80.3664 | 85.5510 |
| 1/1/1986 | 84.8197 | 79.5569 | 84.8197 |
| 4/1/1986 | 84.0687 | 78.7265 | 84.0687 |
| 7/1/1986 | 83.3102 | 77.8875 | 83.3102 |
| 10/1/1986 | 82.5393 | 77.0349 | 82.5393 |
| 1/1/1987 | 81.7515 | 76.1641 | 81.7515 |
| 4/1/1987 | 80.9465 | 75.2749 | 80.9465 |

SCHEDULE B TO BASIC LEASE
 SUPPLEMENT NO. 007
 (Continued)

| <u>QUARTERLY PAYMENT DATE</u> | <u>STIPULATED LOSS VALUE</u> | <u>TERMINATION VALUE</u> | <u>OPTIONAL TERMINATION VALUE</u> |
|---------------------------------------|----------------------------------|------------------------------|---|
| 7/1/1987 | 80.1520 | 74.3949 | 80.1520 |
| 10/1/1987 | 79.3695 | 73.5256 | 79.3695 |
| 1/1/1988 | 78.5791 | 72.6471 | 78.5791 |
| 4/1/1988 | 77.7806 | 71.7592 | 77.7806 |
| 7/1/1988 | 76.9785 | 70.8662 | 76.9785 |
| 10/1/1988 | 76.1754 | 69.9711 | 76.1754 |
| 1/1/1989 | 75.3659 | 69.0680 | 75.3659 |
| 4/1/1989 | 74.5497 | 68.1569 | 74.5497 |
| 7/1/1989 | 73.7262 | 67.2369 | 73.7262 |
| 10/1/1989 | 72.8983 | 66.3112 | 72.8983 |
| 1/1/1990 | 72.0636 | 65.3773 | 72.0636 |
| 4/1/1990 | 71.2220 | 64.4348 | 71.2220 |
| 7/1/1990 | 70.3726 | 63.4831 | 70.3726 |
| 10/1/1990 | 69.5187 | 62.5254 | 69.5187 |
| 1/1/1991 | 68.6577 | 61.5590 | 68.6577 |
| 4/1/1991 | 67.7894 | 60.5837 | 67.7894 |
| 7/1/1991 | 66.9130 | 59.5986 | 66.9130 |
| 10/1/1991 | 66.0319 | 58.6073 | 66.0319 |
| 1/1/1992 | 65.1434 | 57.6068 | 65.1434 |
| 4/1/1992 | 64.2472 | 56.5970 | 64.2472 |

SCHEDULE B TO BASIC LEASE
 SUPPLEMENT NO. 007
 (Continued)

| <u>QUARTERLY PAYMENT DATE</u> | <u>STIPULATED LOSS VALUE</u> | <u>TERMINATION VALUE</u> | <u>OPTIONAL TERMINATION VALUE</u> |
|---------------------------------------|----------------------------------|------------------------------|---|
| 7/1/1992 | 63.3425 | 55.5769 | 63.3425 |
| 10/1/1992 | 62.4330 | 54.5504 | 62.4330 |
| 1/1/1993 | 61.5156 | 53.5142 | 61.5156 |
| 4/1/1993 | 60.5902 | 52.4681 | 60.5902 |
| 7/1/1993 | 59.6557 | 51.4112 | 59.6557 |
| 10/1/1993 | 58.7164 | 50.3476 | 58.7164 |
| 1/1/1994 | 57.7688 | 49.2738 | 57.7688 |
| 4/1/1994 | 56.8127 | 48.1897 | 56.8127 |
| 7/1/1994 | 55.8470 | 47.0940 | 55.8470 |
| 10/1/1994 | 54.8764 | 45.9914 | 54.8764 |
| 1/1/1995 | 53.8970 | 44.8781 | 53.8970 |
| 4/1/1995 | 52.9087 | 43.7539 | 52.9087 |
| 7/1/1995 | 51.9104 | 42.6175 | 51.9104 |
| 10/1/1995 | 50.9068 | 41.4739 | 50.9068 |
| 1/1/1996 | 49.8941 | 40.3190 | 49.8941 |
| 4/1/1996 | 48.8720 | 39.1525 | 48.8720 |
| 7/1/1996 | 47.8392 | 37.9732 | 47.8392 |
| 10/1/1996 | 46.8011 | 36.7864 | 46.8011 |
| 1/1/1997 | 45.7534 | 35.5876 | 45.7534 |
| 4/1/1997 | 44.6956 | 34.3766 | 44.6956 |
| 7/1/1997 | 43.6266 | 33.1521 | 43.6266 |

SCHEDULE B TO BASIC LEASE
 SUPPLEMENT NO. 007
 (Continued)

| <u>QUARTERLY PAYMENT DATE</u> | <u>STIPULATED LOSS VALUE</u> | <u>TERMINATION VALUE</u> | <u>OPTIONAL TERMINATION VALUE</u> |
|---------------------------------------|----------------------------------|------------------------------|---|
| 10/1/1997 | 42.5521 | 31.9197 | 42.5521 |
| 1/1/1998 | 41.4674 | 30.6747 | 41.4674 |
| 4/1/1998 | 40.3722 | 29.4168 | 40.3722 |
| 7/1/1998 | 39.2651 | 28.1445 | 39.2651 |
| 10/1/1998 | 38.1523 | 26.8641 | 38.1523 |
| 1/1/1999 | 37.0287 | 25.5703 | 37.0287 |
| 4/1/1999 | 35.8939 | 24.2628 | 35.8939 |
| 7/1/1999 | 34.7466 | 22.9401 | 34.7466 |
| 10/1/1999 | 33.5934 | 21.6089 | 33.5934 |
| 1/1/2000 | 32.4287 | 20.2636 | 32.4287 |
| 4/1/2000 | 31.2523 | 18.9038 | 31.2523 |
| 7/1/2000 | 30.0625 | 17.5278 | 30.0625 |
| 10/1/2000 | 28.8666 | 16.1430 | 28.8666 |
| 1/1/2001 | 27.6586 | 14.7432 | 27.6586 |
| 4/1/2001 | 26.4382 | 13.3280 | 26.4382 |
| 7/1/2001 | 25.2036 | 11.8958 | 25.2036 |
| 10/1/2001 | 23.9626 | 10.4542 | 23.9626 |
| 1/1/2002 | 22.7088 | 8.9968 | 22.7088 |
| 4/1/2002 | 21.4418 | 7.5231 | 21.4418 |
| 7/1/2002 | 20.1791 | 6.0506 | 20.1791 |

SCHEDULE B TO BASIC LEASE
SUPPLEMENT NO. 007
(Continued)

| <u>QUARTERLY PAYMENT DATE</u> | <u>STIPULATED LOSS VALUE</u> | <u>TERMINATION VALUE</u> | <u>OPTIONAL TERMINATION VALUE</u> |
|---------------------------------------|----------------------------------|------------------------------|---|
| 10/1/2002 | 18.9248 | 4.5832 | 18.9248 |
| 1/1/2003 | 17.6438 | 3.0861 | 17.6438 |
| 4/1/2003 | 16.3357 | 1.5585 | 16.3357 |
| 7/1/2003 | 15.0000 | 0.0000 | 15.0000 |

