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

RECORDATION NO. 7436-A Filed 1425

DEC 1 1978 - 8 30 AM

INTERSTATE COMMERCE COMMISSION

Certification

I, Roger P. Joseph, having been duly sworn, do hereby certify that I have compared the attached copy of Trust Indenture 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. 24-4669365
Qualified n Kings County
Certificate Filed in New York County
Commission Expires March 30, 1980

INDENTURE SUPPLEMENT

RELATING TO SURFACE RAILWAY ROLLING STOCK

INDENTURE SUPPLEMENT NO. 049, dated December 1, 1978, from WHITKATH INC. (the "Owner"), a New York corporation, to CITIBANK, N.A. (formerly FIRST NATIONAL CITY BANK), a national banking association incorporated and existing under the laws of the United States, as trustee (the "Trustee") under the Trust Indenture Relating to Surface Railway Rolling Stock dated as of October 1, 1973, as amended on or prior to the date hereof, from the Owner to the Trustee (the "Indenture"),

W I T N E S S E T H :

WHEREAS, the Indenture provides for the execution and delivery from time to time of Indenture Supplements substantially in the form hereof each of which shall particularly describe Leased Assets (such term and other defined terms in the Indenture being herein used with the same meaning) included in the Trust Estate and subject to the security interest of the Indenture;

NOW, THEREFORE, TO SECURE THE PAYMENT when and as due and payable of the principal of and the premium, if any, and interest on the Notes, limited in aggregate original principal amount to $45,000,000, issued by the Owner from time to time as provided in Section 2 of the Indenture, and to secure the payment of all other indebtedness which the Indenture by its terms secures and compliance with all the terms of the Indenture and of such Notes, the Owner does hereby create and grant to the Trustee and to its successors and assigns a security interest in the following properties:

(a) all the items of property and equipment described in Schedule A annexed hereto;

(b) all additional or substituted items of property or equipment which hereafter may be subjected to the security interest of the Indenture by operation of Section 5 thereof or otherwise; and

(c) all rents, income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing except for rents excluded under clause (d) of the granting clauses of the Indenture.

SAVING AND EXCEPTING, however, from the properties in which a security interest is hereby created and granted, all property saved and excepted from the coverage of the granting clauses of the Indenture by the excepted properties clause immediately following the granting clauses thereof and all rents, income, revenues, issues, profits and proceeds arising from or in connection with such properties so saved and excepted.

THE AFORESAID SECURITY INTEREST is created and granted and is to be held by the Trustee in trust, upon the terms and trusts set forth in the Indenture, for the equal and proportionate benefit and security of those who shall hold the Notes, without preference of any of such Notes over any other by reason of priority in the time of issue or negotiation thereof, or for any other reason.

AND THE OWNER hereby binds itself, its successors and assigns, to warrant and forever defend to the Trustee and its successors and assigns the security interest hereby created and granted.

This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

This Supplement shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Owner has caused this Supplement to be executed and its corporate seal to be hereunto affixed and attested by its officers thereunto duly authorized.

Attest:
James D. Goodpasture

WHITKATH INC.

By James W. Lloyd

SCHEDULE A TO INDENTURE SUPPLEMENT NO. 049

Sand Tower
Misc. Mtce. Equip.

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

On this 1st day of December, 1978, before me personally appeared, James W. Boyd, to me personally known, who being by me duly sworn, says that he is the 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