

RECORDATION NO. *9898-A* Filed 1425

DEC 18 1978 - 11 20 AM

8-3521014

Interstate Commerce Commission
12th and Constitutional Ave.,
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION
DEC 18 1978

Fee \$10.⁰⁰

Attention: Mrs. Lee, Room 1227

ICC Washington, D. C.

Gentlemen:

Enclosed for recordation under the provisions of 49 U.S.C. §11303 and the regulations promulgated thereunder are the original and two additional executed copies of an Amendment dated December 15, 1978 to a Security Agreement dated December 11, 1978, which Security Agreement is recorded at No. 9898.

A general description of the railroad equipment covered by the enclosed document is as follows:

One hundred Seventy-five (175) 50'-6", 70-ton, single sheathed boxcars with outside posts, with 10' sliding doors and rigid underframe, within Plate "C", bearing reporting marks and numbers NSL 150318 through NSL 150367 and NSL 155250 through NSL 155374, inclusive, with AAR Mechanical Designation XM.

The names and addresses of the parties to the enclosing document are:

DEBTOR: Railroad Boxcar Associates
c/o Saul D. Kronovet, Esq.
425 Park Avenue
New York, NY 10022

SECURED
PARTY: U. S. Steel Credit Corporation
Room 5688
600 Grant Street
Pittsburgh, PA 15230

Please return the original and one copy of the enclosed documents to Charles T. Kappler, Esq., Alvord & Alvord, 200 World Center Building, 918 Sixteenth Street, N.W., Washington, DC 20006, with the recording certification data stamped thereon.

Very truly yours,

RAILROAD BOXCAR ASSOCIATES

By *[Signature]*
General Partner

Kappler

Over

DEC 18 1978
T.C.C.
FEE ONE DOLLAR OR.

Interstate Commerce Commission
Washington, D.C. 20423

12/18/78

OFFICE OF THE SECRETARY

Charles T. Kappler, Esq.
Alvord & Alvord
200 World Center Building
918 16th Street, N.W.
Washington, D.C. 20006

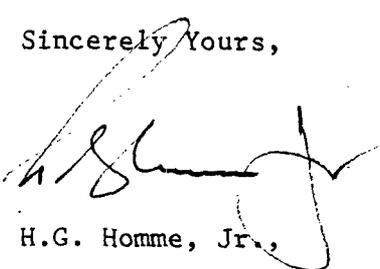
Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 12/18/78 at 11:20am, and assigned recordation number(s) 9898-A

9898-A

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

RECORDATION NO. 9898-A Filed 1425

AMENDMENT TO SECURITY AGREEMENT

DEC 18 1978 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated as of December 15, 1978 (Agreement) is between RAILROAD BOXCAR ASSOCIATES, a New York Partnership (the Debtor), and U. S. STEEL CREDIT CORPORATION, a Delaware corporation (the Secured Party).

RECITALS:

A. The Debtor and the Secured Party have entered into a Security Agreement dated as of December 11, 1978 (the Security Agreement) which has been recorded with the Interstate Commerce Commission at No. 9898.

B. The parties now wish to amend the Security Agreement so as to include as part of the Collateral, as such term is defined in the Security Agreement, additional railroad equipment.

The Debtor and the Secured Party, intending to be legally bound hereby, agree that the Security Agreement shall be and it hereby is amended so as to substitute for Schedule II thereto the Amended and Restated Schedule II attached hereto and forming a part hereof describing certain railroad equipment included as part of the Collateral under the Security Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first above written.

RAILROAD BOXCAR ASSOCIATES

By *[Signature]* (SEAL)
General Partner

U. S. STEEL CREDIT CORPORATION

By *[Signature]* Title

AMENDED AND RESTATED
SCHEDULE II
TO
SECURITY AGREEMENT DATED AS OF DECEMBER 11, 1978
BETWEEN RAILROAD BOXCAR ASSOCIATES
AND U. S. STEEL CREDIT CORPORATION

DESCRIPTION OF EQUIPMENT

<u>Type</u>	<u>Builders Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars without side posts, 10'0" sliding doors, rigid underframe	175	NSL 150318- NSL 150367 and NSL 155250- NSL 155374

STATE OF NEW YORK :
: SS
COUNTY OF NEW YORK :

On this 15th day of December, 1978, before me personally appeared LILYAN R. WAXMAN, to me personally known, who being by me duly sworn, says that she is the Managing General Partner of RAILROAD BOXCAR ASSOCIATES, that said instrument was signed and sealed on behalf of said partnership by authority of its Partnership Agreement; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.


Notary Public

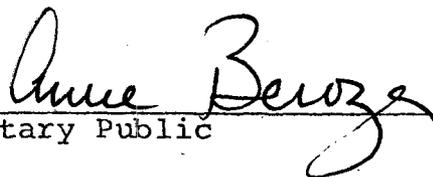
(SEAL)

My Commission expires:

RACHELLE OPAS
NOTARY PUBLIC, State of New York
No. 24-4625707
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1980

STATE OF NEW YORK :
: SS
COUNTY OF NEW YORK :

On this 15th day of December, 1978, before me personally appeared JOSEPH L. BRADY, to me personally known, who being by me duly sworn, says that he is Assistant Treasurer of U. S. STEEL CREDIT CORPORATION, that said instrument was signed 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.


Notary Public

(SEAL)

My Commission expires: 3/30/79

ANNE BEROZA
Notary Public, State of New York
No. 31-4658335
Qualified in New York County
Commission Expires March 30, 1979