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RECORDATION NO. 9898-D  
OCT 27 1982 - 3 00 PM  
INTERSTATE COMMERCE COMMISSION

FRANK L. SEAMANS  
CARL CHERIN  
CLOYD R. MELLOTT  
W. GREGG KERR  
RODERICK G. NORRIS  
JOHN H. MORGAN  
CARL F. BARGER  
EDWARD J. GREENE  
DONALD C. WINSON  
ROBERT C. McCARTNEY  
WILLIAM B. MALLIN  
BARTON Z. COWAN  
EDWIN L. KLETT  
THOMAS D. WRIGHT  
C. ARTHUR WILSON, JR.  
C. KENT MAY  
EDWARD G. O'CONNOR  
ALFRED W. VADNAIS  
WM. ALVAH STEWART, III  
DALE E. WILLIAMS  
DALE HERSHEY  
ROBERT W. DOTY  
J. GARY KOSINSKI

JOHN R. KENRICK  
ROBERT B. WILLIAMS  
WILLIS A. SIEGFRIED, JR.  
DAVID E. TUNGATE  
RICHARD W. GLADSTONE, II  
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RAY C. STONER  
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MICHAEL R. BORASKY  
TIMOTHY W. SILBAUGH  
DENNIS J. LEWIS  
WILLIAM H. SCHORLING  
JAMES H. ROBERTS

October 22, 1982

2-300A037

CERTIFIED MAIL NO. 224033  
RETURN RECEIPT REQUESTED

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. OCT 27 1982  
Date.....  
Fee \$ 10.00  
ICC Washington, D. C.

RECEIVED  
OCT 27 2 51 PM 1982  
FEE OPERATED  
I.C.C. NUMBER

Dear Madam:

Enclosed herewith for recordation pursuant to provisions of 49 U.S.C. § 11303 are duplicate originals of a Fourth Amendment to Security Agreement dated as of September 1, 1982.

The enclosed which is a "secondary document" as that term is defined in 49 C.F.R. § 1116.1(b) amends a Security Agreement dated as of December 11, 1978 which was duly filed and recorded at 11:50 a.m. on December 12, 1978 and assigned Recordation Number 9898, which was previously amended by Amendment to Security Agreement dated as of December 15, 1978 which was filed and recorded at 11:20 a.m. on December 18, 1978 and assigned Recordation Number 9898-A; Second Amendment to Security Agreement dated as of December 29, 1978 which was filed and recorded at 3:10 p.m. on January 15, 1979 and assigned Recordation Number 9898-B; and Third Amendment to Security Agreement dated as of April 20, 1982 which was filed and recorded at 2:05 p.m. on May 28, 1982 and assigned Recordation Number 9898-C.

The railroad equipment covered by the enclosed document is described in Amended and Restated Schedule II which is attached hereto and made a part hereof.

Ms. Agatha L. Mergenovich  
October 22, 1982  
Page Two

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

Debtor: Railroad Boxcar Associates  
425 Park Avenue  
New York, New York 10022

Secured Party: U.S. Steel Credit Corporation  
600 Grant Street  
Pittsburgh, Pennsylvania 15230

The undersigned is agent for the Secured Party for the purpose of recording the enclosed document and has knowledge of the matters set forth therein.

Kindly return one of the duplicate originals to Ellen Mercer Schindler, Esq., Eckert, Seamans, Cherin & Mellott, Forty-Second Floor, 600 Grant Street, Pittsburgh, Pennsylvania 15219.

Also enclosed is a check in the amount of \$10.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Very truly yours,



Ellen Mercer Schindler

EMS:111

Enclosures

RAILROAD BOXCAR ASSOCIATES  
 FOURTH AMENDED AND RESTATED SCHEDULE II  
DESCRIPTION OF EQUIPMENT

Builders Specifications	Quantity	Equipment Numbers (Inclusive)
50'6", 70-ton single sheaved boxcars without side posts, 10'0" sliding doors, rigid underframe	175	AVL 150318-150319
		MISS 150335
		AVL 150321-150324
		MISS 150346
		AVL 150327-150334
		MISS 150352
		AVL 150336-150338
		MISS 150357
		AVL 150340-150345
		MISS 150363-150364
		AVL 150347-150351
		MISS 150367
		AVL 150354-150356
		MISS 155271
		AVL 150359-150362
		MISS 155274
		AVL 150366
		MISS 155284
		AVL 155260-155264
		MISS 155294-155295
		AVL 155266-155270
		MISS 155301
		AVL 155272
		MISS 155303
		AVL 155275-155281
		MISS 155306
		AVL 155285-155287
		MISS 155310
		AVL 155289-155293
		MISS 155321
		AVL 155297
		MISS 155349
		AVL 155299-155300
		NSL 150324
		AVL 155304-155305
		NSL 150339
		AVL 155307-155309
		NSL 150365
		AVL 155314-155316
		NSL 155265
AVL 155318-155320		
NSL 155283		
AVL 155324-155325		
NSL 155288		
AVL 155327		
NSL 155302		
AVL 155330		
NSL 155311		
AVL 155333-155336		
NSL 155322-155323		
AVL 155338-155339		
NSL 155328		
AVL 155341-155348		
NSL 155332		
AVL 155351-155352		
NSL 155350		
AVL 155355-155362		
NSL 155353-155354		
AVL 155364-155370		
NSL 155363		
AVL 155372-155380		
NSL 155381-155383		
AVL 155384		
TWRY 155282		
TWRY 150320		
TWRY 155298		
TWRY 150325-150326		
TWRY 150353		
TWRY 150358		
TWRY 155273		
TWRY 155312		
TWRY 155317		
TWRY 155326		
TWRY 155329		
TWRY 155331		
TWRY 155337		
TWRY 155340		
TWRY 155371		
TWRY 155296		

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

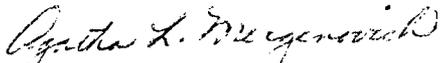
Ellen Mercer Schindler, Esq.  
Eckert, Seamans, Cherin & Mellott  
Forty-Second Floor  
600 Grant Street  
Pittsburgh, Pennsylvania 15219

October 27, 1982

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/27/82 at 3:00PM, and assigned re-  
recording number(s) - 9898-D, 10324-B, & 10332-B

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 9898-D  
OCT 27 1982 -3 00 PM  
INTERSTATE COMMERCE COMMISSION

FOURTH AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT is dated as of Sept. 16, 1982 and further amends that certain Security Agreement dated as of April 27, 1979 (as amended as set forth below, the "Security Agreement") between RAILROAD BOXCAR ASSOCIATES (the "Debtor") and U.S. STEEL CREDIT CORPORATION (the "Secured Party").

WHEREAS, the parties hereto are parties to (i) the Security Agreement filed with the Interstate Commerce Commission ("ICC") at Recordation No. 9898; (ii) the Amendment dated December 15, 1978 to Security Agreement filed with the ICC at Recordation No. 9898-A; (iii) the Second Amendment dated December 29, 1978 to Security Agreement filed with the ICC at Recordation No. 9898-B; and (iv) the Third Amendment dated April 20, 1982 to Security Agreement filed with the ICC at Recordation No. 9898-C; and

WHEREAS, the parties have determined that certain of the railroad boxcars included as part of the Collateral should be remarked in order to maximize their utilization and earnings.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

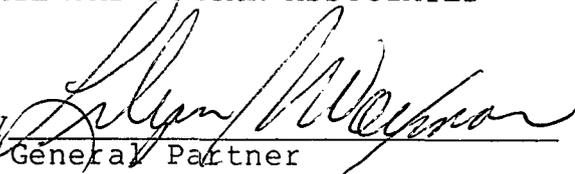
1. Equipment Collateral. Schedule II to the Security Agreement is hereby further amended so as to substitute therefor the Fourth Amended and Restated Schedule II attached hereto and made a part hereof to reflect the renumbering of certain Items of Equipment.

2. Further Modifications. Except as expressly set forth herein, the Security Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this Amendment as of the day and year first above written.

RAILROAD BOXCAR ASSOCIATES

By

  
General Partner

U. S. STEEL CREDIT CORPORATION

By

  
Vice President

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

On this 16th day of Sept., 1982, 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.

Jean W. Spencer  
Notary Public

(SEAL)

My Commission expires:

JEAN W. SPENCER  
Notary Public, State of New York  
No. 31-4688715  
Qualified in New York County  
Commission Expires March 30, 1983

COMMONWEALTH OF PENNSYLVANIA :  
 : SS  
COUNTY OF ALLEGHENY :

On this 30th day of Sept., 1982, before me personally appeared ROGER D. CRAFE, to me personally known, who being by me duly sworn, says that he is the Vice President-Leasing 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.

Karen S. Krauter  
Notary Public

(SEAL)

My Commission expires:

KAREN S. KRAUTER, Notary Public  
PITTSBURGH, ALLEGHENY COUNTY, PA.  
MY COMMISSION EXPIRES  
MARCH 2, 1985

RAILROAD BOXCAR ASSOCIATES  
 FOURTH AMENDED AND RESTATED SCHEDULE II  
DESCRIPTION OF EQUIPMENT

Builders Specifications	Quantity	Equipment Numbers (Inclusive)	
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		AVL 155338-155339	NSL 155328
		AVL 155341-155348	NSL 155332
		AVL 155351-155352	NSL 155350
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		AVL 155364-155370	NSL 155363
		AVL 155372-155380	NSL 155381-155383
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		TWRY 155340	TWRY 155371
		TWPY 155296	