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R. MARK SOLANO

RECORDATION NO. 10324-B
OCT 27 1982

INTERSTATE COMMERCE COMMISSION

October 22, 1982

2-300A-038

CERTIFIED MAIL NO. 224032
RETURN RECEIPT REQUESTED

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

Dear Madam:

Enclosed herewith for recordation pursuant to the provisions of 49 U.S.C. § 11303 are duplicate originals of a Second Amendment to Security Agreement dated as of September 20, 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 April 27, 1979 which was duly filed and recorded at 11:00 a.m. on May 1, 1979 and assigned Recordation Number 10324, which was previously amended by an Amendment to Security Agreement dated as of April 20, 1982 which was duly filed and recorded at 2:05 p.m. on May 28, 1982 and assigned Recordation Number 10324-A.

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

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

Debtor: Edward S. Gordon Company, Incorporated
405 Lexington Avenue
New York, New York 10017

OCT 27 1982
10.00
WASHINGTON, D.C.

OCT 27 2 51 PM '82
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FEE OPERATIONS
T.C.C. COMMISSION

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

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

EDWARD S. GORDON COMPANY, INCORPORATED

SECOND AMENDED AND RESTATED SCHEDULE I

DESCRIPTION OF EQUIPMENT

<u>Builders Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>
50' 6", 70-ton single sheaved boxcars without side posts, 10'0" sliding doors, rigid underframe	48	AVL 155537-155541 AVL 155543-155544 AVL 155546 AVL 155549 AVL 155551-155552 AVL 155554-155558 AVL 155561-155562 AVL 155565-155566 TWRY 155560 TWRY 155563 NSL 155542 NSL 155545 NSL 155547-155548 NSL 155553 NSL 155559 NSL 155564 PT 201179-201196 PT 201198

RECORDATION NO. 10324-B
OCT 27 1982 - 3 00 PM
INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT is dated as of 9/20/82, 1982 and further amends that certain Security Agreement dated as of April 27, 1979 (as amended as set forth below, the "Security Agreement") between EDWARD S. GORDON COMPANY, INCORPORATED (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. 10324; and (ii) the Amendment dated April 20, 1982 to Security Agreement filed with the ICC at Recordation No. 10324-A; 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.

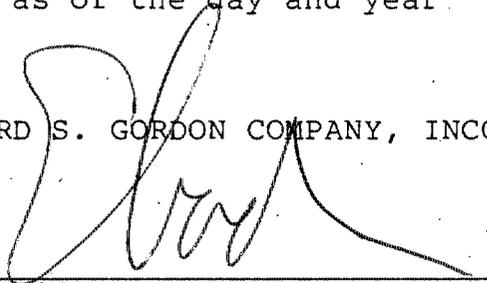
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. Equipment Collateral. Schedule I to the Security Agreement is hereby further amended so as to substitute therefor the Second Amended and Restated Schedule I attached hereto and made a part hereof to reflect the re-numbering of certain Items of Equipment.

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

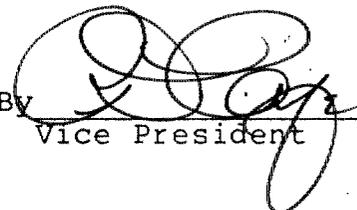
IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this Amendment as of the day and year first above written.

EDWARD S. GORDON COMPANY, INCORPORATED

By 

President

U. S. STEEL CREDIT CORPORATION

By 

Vice President

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

On this 20 day of Sept, 1982, before me personally appeared Edward S. Gordon, to me personally known, who being by me duly sworn, says that he is the President of EDWARD S. GORDON COMPANY, INCORPORATED, 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.

Paul Salant
Notary Public
PAUL SALANT
Notary Public, State of New York
No. 41-3432010 Qual. in Queens Co.
Term Expires March 30, 1983

(SEAL)

My Commission expires:

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

EDWARD S. GORDON COMPANY, INCORPORATED

SECOND AMENDED AND RESTATED SCHEDULE I

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Builders Specifications	Quantity	Equipment Numbers (Inclusive)
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