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MAIL ROOM

CLIFFORD A. PASTEL
(412) 566-6181

7-351A076

December 16, 1987

RECORDATION NO. 13874-A

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

DEC 17 1987 2 25 AM
Date DEC 17 1987
Fee \$ 10.00
INTERSTATE COMMERCE COMMISSION
ICC Washington, D.C.

Dear Secretary:

I have enclosed one fully executed and acknowledged counterpart original and 4 copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is an Amendment and Partial Release, a secondary document dated December 10, 1987.

The primary document to which this is connected is recorded under Recordation No. 13874.

The names and addresses of the parties to the document are as follows:

Debtors: Atlantic & Western Railway Company
P.O. Box 1208
Sanford, NC 27330

Atlantic & Western Financial Corporation
P.O. Box 1208
Sanford, NC 27330

Secured Party: Evans Railcar Leasing Company
450 East Devon, Suite 300
Itasca, IL 60143

Descriptions of the equipment covered or released by the document follows:

CONTINUING TO BE COVERED:

242 XF Boxcars: ATW 15000-15001, 15003, 15008, 15009, 15011, 15012, 15016, 15018, 15021, 15022, 15027, 15029, 15032-15034, 15040, 15049, 15050-15053, 15055-15059, 15060-15074; ATW 61000-61099 or HN 1000-1099; ATW 63000-63099 or HN 3000-3099.

OFFICES IN

NORTH MARKET SQUARE BUILDING
122 KING BOULEVARD
HARRISBURG, PA 17101
(717) 233-3266

1818 N STREET N. W.
WASHINGTON, D. C. 20036
(202) 452-1074

UNIVERSITY OF PITTSBURGH
APPLIED RESEARCH CENTER
140 WILLIAM PITT WAY
PITTSBURGH, PA 15238
(412) 826-5400

Counterpart - Lisa M. Hughes

24 XM Boxcars: AR 1000-1024.

192 XP Boxcars: ATW 4050-4149, 4200-4299.

25 52'6" 100 T. Gondolas: AR 2000-2024.

RELEASED:

XF Boxcars: ATW 2001-2050, 3001-3021, 4001, 6000-6149, 10001-10050, 15002, 15004-15007, 15010, 15013-15015, 15017, 15019-15020, 15023-15026, 15028, 15030-15031, 15035-15039, 15041-15048, 15054.

XL Boxcars: HN 6000-6149.

XP Boxcars: HN 4000-4099 or ATW 64000-64099

52'6" 100 T. Gondolas: ATW 11050-11124.

100 T. 50' 4750 cubic feet Covered Hoppers: ATW 5100-5149, 20000-20049.

A fee of \$10.00 is enclosed. Please return 4 copies not needed by the Commission for recordation to Clifford A. Pastel, Esq., Eckert Seamans Cherin & Mellott, 600 Grant Street, 42nd Floor, Pittsburgh, PA 15219.

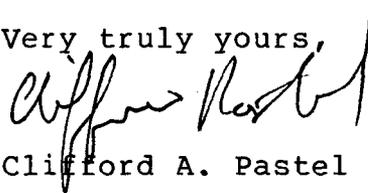
A short summary of the document to appear in the index follows:

Amendment and Partial Release dated December 10, 1987, to Security Agreement dated March 15, 1982, ICC Recordation No. 13874, by Evans Railcar Leasing Company (Secured Party) of Atlantic & Western Railway Company and Atlantic & Western Financial Corporation (Debtors), continuing to cover 224 XF Boxcars: ATW 15000-15001, 15003, 15008, 15009, 15011, 15012, 15016, 15018, 15021, 15022, 15027, 15029, 15032-15034, 15040, 15049, 15050-15053, 15055-15059, 15060-15074; ATW 61000-61099 or HN 1000-1099; ATW 63000-63099 or HN 3000-3099; 24 XM Boxcars: AR 1000-1024; 197 XP Boxcars: ATW 4050-4149, 4200-4299; 25 52'6" 100 T. Gondolas: AR 2000-2024; and releasing XF Boxcars: ATW 2001-2050, 3001-3021, 4001, 6000-6149, 10001-10050,

Interstate Commerce Commission
December 16, 1987
Page 3

15002, 15004-15007, 15010, 15013-15015,
15017, 15019-15020, 15023-15026, 15028,
15030-15031, 15035-15039, 15041-15048,
15054; XL Boxcars: HN 6000-6149; XP
Boxcars: HN 4000-4099 or ATW 64000-64099;
52'6" 100 T. Gondolas: ATW 11050-11124;
100 T. 50' 4750 cubic feet Covered
Hoppers: ATW 5100-5149, 20000-20049.

Very truly yours,



Clifford A. Pastel

CAP:icw
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Clifford A. Pastel, Esq.
Eckert Seamans Cherin & Mellott
600 Grant Street, 42nd Floor
Pittsburg, PA. 15219

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/17/87 at 2:35PM, and assigned re-
recording number(s). 13875-B, 139]]-B, 10206-C, 10761-C, 13873-A, 11363-A
9416-C, 13874-A & 13598-A

Sincerely yours,

Norita L. McGee
Secretary

Enclosure(s)

RECORDATION NO. 13874-A Form 1425

DEC 17 1987-2 25 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AND PARTIAL RELEASE

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, Atlantic & Western Railway Company ("Railway") and Atlantic & Western Financial Corporation ("AWF") entered into a Security Agreement dated as of March 15, 1982 in favor of Evans Railcar Leasing Company ("Evans"); and

WHEREAS, the Security Agreement was recorded at the Interstate Commerce Commission on December 31, 1982 and has been assigned Recordation No. 13874; and

WHEREAS, the some of the obligations secured by the Security Agreement have been satisfied and discharged and the parties desire to amend the Security Agreement as follows:

NOW, THEREFORE, for good and valuable consideration and intending to be legally bound, Exhibit "A" to the Security Agreement is hereby deleted and Amended Exhibit "A" attached hereto is hereby substituted and attached to the Security Agreement and made a part thereof. Evans hereby terminates the security interest created by the Security Agreement in all the collateral described therein with the exception of that part of the collateral which relates to the railcars described in Amended Exhibit "A".

IN WITNESS WHEREOF, Evans has duly executed this Release as of this 10th day of December, 1987.

ATTEST:

EVANS RAILCAR LEASING COMPANY

By: Edward J. Butcher
Title: ASST. SEC.

By: William M. Sleyton
Title: V. Pres.

AMENDED EXHIBIT "A"

Description of Car: XF Boxcars

Number of Cars: 242

Reporting Numbers and Marks:

HN1000-1099 or ATW 61000-61099,

ATW 15000, 15001, 15003, 15008, 15009, 15011, 15012, 15016,
15018, 15021, 15022, 15027, 15029, 15032, 15033, 15034,
15040, 15049, 15050, 15051, 15052, 15053, 15055, 15056,
15057, 15058, 15059, 15060-15074

HN 3000-3099 or ATW 63000-63099

Description of Car: XM Boxcars

Number of Cars: 24

Reporting Numbers and Marks:

AR 1000-1024

Description of Car: XP Boxcars

Number of Cars: 192

Reporting Numbers and Marks:

ATW 4050-4149 (less five destroyed)

ATW 4200-4299 (less three destroyed)

Description of Car: 52'6" 100T Gondolas

Number of Cars: 25

Reporting Numbers and Marks:

AR 2000-2024

STATE OF ILLINOIS)
) ss:
COUNTY OF DuPAGE)

On this 10TH day of DECEMBER, 1987 before me personally appeared WILLIAM PEYTON, to me personally known, who being by me duly sworn, says that he is the V. PRESIDENT of Evans Railcar Leasing Company, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Robert Sherman
Notary Public

[SEAL]

OFFICIAL SEAL ROBERT SHERMAN NOTARY PUBLIC STATE OF ILLINOIS MY COMMISSION EXP. AUG. 2, 1991

My Commission Expires

STATE OF ILLINOIS)
) ss:
COUNTY OF DuPAGE)

On this 10TH day of DECEMBER, 1987 before me personally appeared EDWARD BARTECKI, to me personally known, who being by me duly sworn, says that he is the ASST. SEC. of Evans Railcar Leasing Company, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Robert Sherman
Notary Public

[SEAL]

OFFICIAL SEAL ROBERT SHERMAN NOTARY PUBLIC STATE OF ILLINOIS MY COMMISSION EXP. AUG. 2, 1991

My Commission Expires