

53 WALL STREET
NEW YORK 10005
(212) 483-1000
CABLE "NUMLATUS"
TELEX: ITT 421295
WU 128103

FOUR EMBARCADERO CENTER
SAN FRANCISCO 94111
(415) 981-5500
CABLE "NUMLATUS S.F."
TELEX: ITT 470594

21 AVENUE GEORGE V
75008 PARIS
723-55-48
"NUMLATUS PARIS"
TELEX: 942-650286

SHEARMAN & STERLING

CITICORP CENTER

153 EAST 53RD STREET

NEW YORK 10022

(212) 483-1000

TELEX: 126698

WRITER'S DIRECT DIAL NUMBER

(212) 940-3148

40 BASINGHALL STREET
LONDON EC2V 5DE
01-838-1821
"NUMLATUS LONDON EC2"
TELEX: 851-884274

SUITE 1801
12 HARCOURT ROAD
HONG KONG
5-253028
CABLE: "NUMLA HX"
TELEX: 780-833 14

POST OFFICE BOX 2948
ABU DHABI
UNITED ARAB EMIRATES
324477
CABLE: "NUMLATU"
TELEX: 949-22662EM

Gide *us*
#11221

May 27, 1983

VIA FEDERAL EXPRESS

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

No. **3-151-063**
Date **MAY 31 1983**
Fee \$ **80.00**
ICC Washington, D. C.

Dear Ms. Lee:

Enclosed, per our telephone conversation of May 27, is a check for \$80. This is the remainder of the recordation fee required for recordation of the documents enclosed with the letter sent to your department by Citicorp Industrial Credit, Inc. on May 23.

For your reference, I note that that letter and the enclosed fee relate to the recordation of an Agreement dated as of August 1, 1982 and an Escrow Agreement dated May 13, 1983, each of which is to be recorded with reference to documents previously recorded under Recordation No. 11221 and Recordation No. 11420.

Please call me if you have any questions. Thank you again for your assistance.

Very truly yours,

Marilyn S. Jason

Marilyn S. Jason

[Handwritten signature]

RECEIVED
MAY 31 3 47 PM '83
I.C.C.
FEE OPERATION DEPT.

CMS
Enclosure

RECORDATION NO. 11221-A
Filed 1425

JAN 24 1980 - 11 15 AM
INTERSTATE COMMERCE COMMISSION

FIRST SECURITY AGREEMENT AMENDMENT

FIRST SECURITY AGREEMENT AMENDMENT dated as of December 18, 1979 between THE CONNECTICUT BANK AND TRUST COMPANY, as trustee under the Trust Agreement dated as of December 18, 1979, (together with its successors in such capacity the "Trustee") and CITICORP INDUSTRIAL CREDIT, INC. (the "Secured Party").

The Trustee and the Secured Party are parties to a certain Security Agreement dated as of December 18, 1979 (the "Security Agreement") and desire to amend a certain schedule to Exhibit B to the Security Agreement. Both parties hereto are willing to do so upon the terms and conditions hereof. Accordingly, the parties hereto agree as follows:

§1. Amendments. Schedule A to Exhibit B to the Security Agreement is amended by deleting the serial numbers MPA 39758, MPA 39759 and MPA 7851 through MPA 7870, inclusive, from the original schedule.

§2. Continuation. Except as amended as provided in §1 hereof, the Security Agreement remains in full force and effect.

§3. Counterparts. This Amendment may be executed in any number of counterparts all of which taken together constitute one and the same amendatory instrument and any of the parties hereto may execute this Amendment by signing any such counterparts.

§4. Governing Law. This Amendment shall be governed by and construed in accordance with the law of the State of New York.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be executed in their respective corporate

names by officers thereunto duly authorized, and their respective corporate seals to be affixed and duly attested, all as of the date first above written.

THE CONNECTICUT BANK AND TRUST COMPANY, *as Trustee*

By *[Signature]*
Title: *ACP*

[Corporate Seal]
Attest:

[Signature]
Title: *Asst. Secy*

CITICORP INDUSTRIAL CREDIT, INC.

By *[Signature]*
Title:

JAMES E. SMITH, VP
Citicorp Industrial Credit
8th Fl.-Zone 13-Ext. 7413

[Corporate Seal]
Attest:

[Signature]
Title:
Asst. Secretary

