

RECORDATION NO. 11592-A

RECORDATION NO. 11593-A

\$30  
RECORDATION NO. 11594-A

SEP 15 1981 -11 20 AM

SEP 15 1981 -11 20 AM

SEP 15 1981 -11 20 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION  
LAW OFFICES

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD

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918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006

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RICHARD N. BAGENSTOS

\* NOT A MEMBER OF D.C. BAR  
\*\*ALSO A MEMBER OF OHIO BAR

September 14, 1981

No. 20006  
Date SEP 15 1981  
Fee \$ 30.00  
ICC Washington, D. C.

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

Dear Madam:

Enclosed for recordation under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder are the original and two counterparts each of amending Letter Agreements dated June 27, 1980 to 1) Security Agreement dated as of March 11, 1980, 2) Subordination Letter Agreement dated March 11, 1980, and 3) Lease and Management Agreement dated as of March 11, 1980, which were duly filed and recorded at 2:20 p.m. on March 21, 1980 and assigned Recordation Numbers 11592, 11593 and 11594, respectively.

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

One hundred (100) Type XM 70-ton rebuilt railroad boxcars bearing reporting marks and numbers UMP 1250 through UMP 1349, both inclusive, with UMP 1287 through UMP 1321 being released by the enclosed documents.

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

SECURITY AGREEMENT

DEBTOR: Funding Systems Railcars, Inc.  
1000 RIDC Plaza  
Pittsburgh, Pennsylvania 15238

SECURED PARTY American National Bank and Trust  
Company of Chicago  
33 North LaSalle Street  
Chicago, Illinois 60690

Counterpart - C. J. Kappler

11592-A

Ms. Agatha L. Mergenovich  
Secretary  
September 14, 1981  
Page Two

SUBORDINATION LETTER AGREEMENT

11593-A  
ADDRESSOR: Refco Rail Equipment, Inc.  
39 South LaSalle Street  
Chicago, Illinois 60603  
ADDRESSEE: American National Bank and Trust  
Company of Chicago  
33 North LaSalle Street  
Chicago, Illinois 60690

LEASE AND MANAGEMENT AGREEMENT

11594-A  
LESSOR: Funding Systems Railcars. Inc.  
1000 RIDC Plaza  
Pittsburgh, Pennsylvania 15238  
LESSEE: Upper Merion and Plymouth  
Railroad Company  
P.O. Box 404  
Conshohochon, Pennsylvania 19248

The undersigned is agent for the Secured Party, Addressee and Lessor mentioned in the enclosed documents and has knowledge of the matters setforth therein.

Please return the counterparts of the documents not needed for recordation purposes to Charles T. Kappler, Esq., Alvord and Alvord, 200 World Center Building, 918 Sixteenth Street, N.W., Washington, D.C. 20006, or to the bearer hereof.

Also enclosed is a remittance in the amount of \$30 for the required recordation fees.

Very truly yours,

ALVORD AND ALVORD

By Charles T. Kappler  
Charles T. Kappler

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

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord and Alvord  
200 World Center Bldg.  
918 Sixteenth St. N. W.  
Washington, D. C. 20006

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 9/15/81 at 11:20AM , and assigned re-  
recording number(s). 11592-A, 11593-A, & 11594-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

11592-A

AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO  
33 North LaSalle Street  
Chicago, IL 60690

RECORDATION NO. 11592-A Filed 1426

SEP 15 1981 - 11 20 AM

June 27, 1980

INTERSTATE COMMERCE COMMISSION

Funding Systems Railcars, Inc.  
1000 RIDC Plaza  
Pittsburgh, PA 15238

Re: Security Agreement, dated as of March 11, 1980

Gentlemen:

Reference is made to the Security Agreement, dated as of March 11, 1980, between Funding Systems Railcars, Inc. as Debtor, and American National Bank and Trust Company, as Secured Party, and the Description of Equipment (Schedule A) attached thereto, which was recorded at the Interstate Commerce Commission, on March 21, 1980, Recordation Number 11592.

The grant of security with respect to railcars with railroad markings UMP 1287 - UMP 1321 is hereby released but only insofar as the grant of security references the above-captioned Security Agreement.

The Description of Equipment (Schedule A) attached to the above-captioned Security Agreement is altered and amended as follows:

<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Total Rebuilding Costs</u>	<u>Total Acquisition and Rebuilding Costs</u>
65	UMP 1250 - UMP 1286 UMP 1322 - UMP 1349	\$1,852,435	\$2,235,927

Very truly yours,

AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO

By

Name: Jonathan P. Hecht  
Title: VICE PRESIDENT

Agreed and Accepted as of the date first above written.

FUNDING SYSTEMS RAILCARS, INC.

By

Name: John F. Mcenery  
Title: JOHN F. MCENERY  
ATTORNEY-IN-FACT

ATTEST:  
David J. Dunbar

STATE OF PA )  
COUNTY OF ALLEGHENY )SS:

On this 9th day of JULY, 1980, before me, personally appeared JOHN F. McENERY to me personally known, who being by me duly sworn, says that he is a ATTORNEY-IN-FACT of Funding Systems Railcars, Inc. that one of the seals 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.

Patricia L. Hines  
Notary Public

(SEAL)

PATRICIA L. HINES, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES OCT. 6, 1980  
Member, Pennsylvania Association of Notaries

STATE OF Illinois )  
COUNTY OF Cook )SS:

On this 27th day of June, 1980, before me, personally appeared Jonathan P. Decker to me personally known, who being by me duly sworn, says that he is a Vice President of American National Bank and Trust Company of Chicago that one of the seals 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.

Marilyn Luchata  
Notary Public

