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GREENBERG, IRWIN PELLMAN & SLADE
COUNSELORS AT LAW

MAR 20 10 01 AM '80
I. C. C.
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HAROLD GREENBERG
STEPHEN IRWIN
STUART M. PELLMAN
MELVIN S. SLADE
FREDERICK R. BIEHL

JOHN F. TRIGGS
ELLIOTT D. HEFLER
J. ANDREW RAHL, JR.
SIDNEY M. SEGALL
MICHAEL W. STAMM
AMY SHEERR KAPLAN

RECORDATION NO. 11419-B Filed 1425
540 MADISON AVENUE
NEW YORK, N.Y. 10022
TEL: (212) 838-6670
TWX: 7105815043
CABLE: "GLEEWIN"

No. 0-000000
Date MAR 17 1980
Fee \$ 20.00

MAR 20 1980 - 10 05 AM
INTERSTATE COMMERCE COMMISSION
March 17, 1980

ICC Washington, D. C.

Office of the Secretary
Recordation Office
Interstate Commerce Commission
Twelfth and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 11420-B Filed 1425
MAR 20 1980 - 10 05 AM
INTERSTATE COMMERCE COMMISSION

Re: Recordation and Filing of Documents pertaining to Prior Recordation Numbers 11419 and 11420

Dear Sirs:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1116 of Title 49 of the Code of Federal Regulations, we request that the enclosed documents be recorded and filed by the Interstate Commerce Commission (the "Commission").

Enclosed herewith are three originals of the documents listed below. We request that one original of each document be recorded and filed in the order listed below. We request that the additional originals be stamped by your office and returned to us.

1. Second Lease Amendment, dated as of January 21, 1980, to Lease of Railroad Equipment, dated as of January 21, 1980, between Emons Industries, Inc., as lessee, and The Connecticut Bank and Trust Company, as lessor in its capacity as trustee under the Trust Agreement referred to in such Lease (the "Trustee") (which lease was recorded by the Commission on January 24, 1980 at 11:15 A.M., Recordation No. 11419).
2. Second Security Agreement Amendment, dated January 21, 1980, to Security Agreement, dated as of January 21, 1980, between Citicorp Industrial Credit, Inc. and the Trustee (which Security Agreement was recorded by the Commission on January 21, 1980 at 11:15 A.M. Recordation No. 11420).

Donna Ellis

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Recordation Office
Interstate Commerce Commission

March 17, 1980
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Please assign recordation number 11419B to the document numbered 1 above and recordation number 11420B to the document numbered 2 above.

A check in the amount of \$20.00 has been enclosed with this letter of transmittal to cover the recordation fee.

Please stamp and return the enclosed copy of this letter of transmittal.

If there are any questions with respect to the enclosed or the transactions described therein, please telephone Melvin S. Slade or Michael W. Stamm of this office.

Very truly yours,

GREENBERG IRWIN PELLMAN &
SLADE

*Greenberg Irwin Pellman
& Slade*

11420-B
RECORDATION NO. 11420-B FILED 1425

MAR 20 1980 -10 01 AM

SECOND SECURITY AGREEMENT AMENDMENT STATE COMMERCE COMMISSION

SECOND SECURITY AGREEMENT AMENDMENT dated as of January 21, 1980 between THE CONNECTICUT BANK AND TRUST COMPANY, as trustee under the Trust Agreement dated as of January 21, 1980 (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 January 21, 1980 (the "Original Security Agreement"). A counterpart of the Original Security Agreement was recorded by the Interstate Commerce Commission (the "ICC") on January 24, 1980 and assigned Recordation No. 11420; a counterpart of an amendment to the Original Security Agreement (the "First Security Agreement Amendment") was recorded by the ICC on February 19, 1980 and assigned Recordation No. 11420-A. The Original Security Agreement, as amended by the First Security Agreement Amendment, is referred to herein as the "Security Agreement."

The parties 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 following serial numbers from such schedule:

MPA 37905 through MPA 37917, inclusive; MPA 37926 through MPA 37999, inclusive; MPA 7905 through MPA 7913; inclusive; MPA 7916; MPA 7918 through MPA 7999, inclusive.

§2. Continuation. 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 under the Trust Agreement

[Corporate Seal]
ATTEST:

L.K. Kojabashian
Title: *Asst. Treas.*

[Corporate Seal]
ATTEST:

[Signature]
Title: *Asst. Secretary*

By: *P.L. [Signature]*
Title: *VICE PRESIDENT*

CITICORP INDUSTRIAL CREDIT, INC.

By: *[Signature]*
Title: *VICE-PRESIDENT*

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 17th day of March, 1980, before me personally appeared JAMES E. SMITH, to me personally known, who, being by me duly sworn, says that he is a VICE-PRESIDENT of Citicorp Industrial Credit, Inc., that one of the seals affixed to the foregoing 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.

My commission expires:

, 1981

Regina Pietrangolare
Notary Public
REGINA PIETRANGOLARE
Notary Public, State of New York
No. 03-4696607
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1981

