

COUNTERPART NO. 9
OF 9 COUNTERPARTS

RECORDATION NO. 5828-C Filed & Recorded

NOV 18 1970 - 4 15 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of August 1, 1970, between THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY (hereinafter called the Company) and THE BALTIMORE AND OHIO RAILROAD COMPANY (hereinafter called the Lessee).

WHEREAS the Company and the Lessee have entered into a lease dated as of August 1, 1970 (hereinafter sometimes referred to as the Lease), providing for the lease of the units of railroad equipment described in Schedule A to the Lease (hereinafter called the Equipment);

WHEREAS the Lease has been filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on September 15, 1970, and assigned recordation number 5828-A; and

WHEREAS the Company and the Lessee desire to make a certain amendment to the Lease;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreement hereinafter set forth, the parties hereto do hereby agree as follows:

1. The Lease is hereby amended and supplemented by the parties thereto so that the schedule appearing in the

second paragraph of § 7 of the Lease is hereby deleted and replaced with the following schedule:

<u>"Payment No.</u>	<u>Percentage</u>	<u>Payment No.</u>	<u>Percentage</u>
1	107.91238	16	82.66201
2	109.87730	17	78.75383
3	111.52915	18	74.72622
4	112.85446	19	70.57373
5	113.83919	20	66.29167
6	114.46867	21	61.87441
7	112.21383	22	57.31618
8	109.66385	23	52.61130
9	106.87619	24	47.75327
10	103.84488	25	42.73573
11	100.56373	26	37.55159
12	97.18779	27	32.19377
13	93.71378	28	26.65457
14	90.13745	29	20.92609
15	86.45503	30 and there- after	15.00000".

2. The Lessee will promptly cause this Amendment Agreement to be recorded and filed with the Interstate Commerce Commission in accordance with Section 20c of the

Interstate Commerce Act, and this Amendment Agreement shall become effective upon such filing and recordation.

3. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by duly authorized officers, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY,

by Charles P. Turnbush
Vice President

[Corporate Seal]

Attest:

Lawrence E. McAfee
Assistant Secretary

THE BALTIMORE AND OHIO RAILROAD COMPANY,

by A.C. Foy
Treasurer

[Corporate Seal]

Attest:

R. J. Hechman
Assistant Secretary

Approved as to Legal Form

R. J. W.
Assistant General Sol.

STATE OF PENNSYLVANIA,)
) ss.:
COUNTY OF PHILADELPHIA,)

On this *25*th day of September 1970, before me personally appeared *Charles P. Turnburke*, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, that said instrument was signed on behalf of said Bank 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 Bank.

Mary K. Harper

Notary Public

2nd FLOOR, PACKARD BLDG.

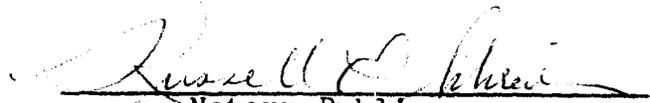
PHILA. CO., PA. 19101

My Comm. Expires Jan. 23, 1971

I HEREBY CERTIFY THAT I AM NOT A MEMBER OF THE BAR OR A JUDGE OF THE COURT IN WHICH I HEREBY ACT AS NOTARY PUBLIC.

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this ⁶th day of ~~September~~^{November} 1970, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is the Treasurer of THE BALTIMORE AND OHIO RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and 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.


Notary Public

[Notarial Seal]

My Commission Expires

RUSSELL E. SCHREIBER
NOTARY PUBLIC

My Commission Expires July 1, 1974