

RECORDATION NO. 6-173-E Filed & Recorded

JUL 29 1971 12:45 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED  
JUL 29 12:39 PM '71  
I. C. C. BR.  
FEE OPERATION BR.

AMENDMENT TO AGREEMENT AND ASSIGNMENT dated as of July 1, 1971, between Segar Four Corporation, a Delaware corporation (the "Vendor"), and Girard Trust Bank, acting as Agent under a Finance Agreement dated as of May 1, 1971, as amended (the "Finance Agreement") and said bank, so acting, being hereinafter called the Assignee.

WHEREAS, Vendor has assigned to the Assignee all of its right, title and interest in a Conditional Sale Agreement dated as of May 1, 1971 between Vendor and Segar Four Leasing Company (the "Conditional Sale Agreement"), pursuant to an Agreement and Assignment dated as of May 1, 1971 (the "Agreement and Assignment"); and

WHEREAS, the parties to the Conditional Sale Agreement have executed an amendment thereto dated as of July 1, 1971 (the "Amendment to Conditional Sale Agreement"), the Assignee consenting thereto;

NOW, THEREFORE, the parties hereto hereby amend the Agreement and Assignment as follows:

1. All references to the Conditional Sale Agreement in the Agreement and Assignment shall mean the Conditional Sale Agreement as amended by the Amendment to Conditional Sale Agreement.

2. All references to Equipment in the Agreement and Assignment shall mean railroad equipment as defined in the Conditional Sale Agreement as amended by the Amendment to Conditional Sale Agreement.

3. All of the terms and provisions of the Agreement and Assignment not inconsistent with the foregoing are hereby ratified and confirmed in all respects.

4. This Agreement may be executed in any number of counter-  
parts, but the counterpart delivered to the Assignee shall be deemed to  
be the original counterpart. Although this Agreement is dated as of  
July 1, 1971 for convenience, the actual date or dates of execution  
hereof by the parties hereto is or are, respectively, the date or dates  
stated in the acknowledgements hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this  
instrument to be executed as of the date first above written.

(CORPORATE SEAL)

SEGAR FOUR CORPORATION

Attest:

*[Signature]*  
Secretary

By

*[Signature]*  
Vice President

GIRARD TRUST BANK, as Agent

Attest:

*[Signature]*  
Corporate Trust Officer

By

*[Signature]*  
Vice President

ACKNOWLEDGEMENT OF NOTICE OF AMENDMENT OF ASSIGNMENT

Receipt of a copy of, and due notice of, the foregoing Amend-  
ment to Agreement and Assignment is hereby acknowledged as of July 1, 1971.

SEGAR FOUR LEASING COMPANY

By

*[Signature]*  
A General Partner

APPROVED  
AS TO FORM

READING COMPANY

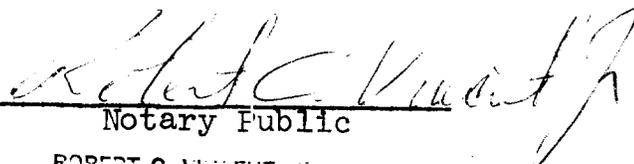
By

*[Signature]*  
Vice President

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

On this 26<sup>th</sup> day of July, 1971, before me personally appeared Robert C. Vincent, to me known, who, being by me duly sworn, says that he is Vice President of SEGAR FOUR CORPORATION, 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.

[Notarial Seal]

  
\_\_\_\_\_  
Notary Public  
ROBERT C. VINCENT  
Notary Public  
Qualified  
Commission Expires

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF PHILADELPHIA ) SS.:

On this *22nd* day of *July*, 1971, before me personally appeared ANDREW G. FRIEDRICH, to me personally known, who, being by me duly sworn, says that he is a Vice President of GIRARD TRUST BANK, 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.

[NOTARIAL SEAL]

  
\_\_\_\_\_  
Notary Public  
DONALD T. YOST, NOTARY PUBLIC  
PHILADELPHIA, PHILADELPHIA COUNTY  
MY COMMISSION EXPIRES MAY 12, 1975  
Member, Pennsylvania Association of Notaries