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8-362A107

Date DEC 28 1978

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. 9585-D Filed 1425

DEC 28 1978 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

December 28, 1978

Amendment Agreement Dated as of December 1, 1978,  
Amending Lease Filed Under Recordation No. 9585-B

Dear Sir:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Consolidated Rail Corporation for filing and recordation counterparts of the following document:

Amendment Agreement dated as of December 1, 1978, among Consolidated Rail Corporation, First Pennsylvania Bank N.A., as trustee, and Continental Illinois National Bank and Trust Company of Chicago, as agent.

The Amendment Agreement amends a Lease of Railroad Equipment, dated as of May 15, 1978, previously filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 19, 1978, at 8:40 a.m., Recordation Number 9585-B.

Please file and record the Amendment Agreement and assign it Recordation Number 9585-D.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission, for the recordation fee for the

*Stanislaus Porbo*

RECORDED  
DEC 28 12 32 PM '78  
I.C.C.

Amendment Agreement.

Please stamp all counterparts of the enclosed document and the attached copies of this transmittal letter with your official recording stamp. You will wish to retain one copy of the instrument and the original of this transmittal letter for your files. It is requested that the remaining counterparts of the document and the copies of this transmittal letter be delivered to the bearer of this letter.

Very truly yours,



David C. Spialter,  
As Agent for Consolidated  
Rail Corporation

H. G. Homme, Esq.,  
Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

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BY HAND

RECORDATION NO. 9585-A  
Filed 1425

DEC 28 1978 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of

December 1, 1978, between CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (the "Lessee"), FIRST PENNSYLVANIA BANK N.A., a national banking association, as Trustee (the "Lessor") under a Trust Agreement dated as of May 15, 1978 (the "Trust Agreement") with POCAHONTAS KENTUCKY CORPORATION (the "Owner") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent (the "Assignee").

WHEREAS the Lessee and the Lessor have entered into a lease of Railroad Equipment dated as of May 15, 1978 (the "Lease");

WHEREAS the Lessor and the Assignee have entered into an Assignment of Lease and Agreement dated as of May 15, 1978 (hereinafter called the "Lease Assignment");

WHEREAS the Lease and the Lease Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 19, 1978, at 8:40 a.m., and were assigned recordation numbers 9585-B and 9585-C, respectively, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on July 20, 1978,

at 11:15 a.m.;

WHEREAS the parties hereto desire to amend the Lease and the Lease Assignment to adjust the schedule of rental payments as hereinafter provided;

WHEREAS the Owner has authorized and instructed the Lessor to execute this Amendment, as evidenced by its instruction attached hereto;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The Lease is hereby amended by deleting the third sentence of the first paragraph of § 3 thereof and substituting in lieu thereof the sentence:

"The 30 semiannual payments are payable on January 15 and July 15 in each year, commencing July 15, 1979, to and including January 15, 1994, as follows: the first five such payments shall be in an amount equal to 6.36667% of the Purchase Price of each such Unit then subject to this Lease, the second five such payments shall be in an amount equal to 5.70000% of the Purchase Price of each such Unit then subject to this Lease, the next ten such payments shall be in an amount equal to 5.62000% of the Purchase Price of each such Unit then subject to this Lease and the next ten such

payments shall each be in an amount equal to 1.99667% of the Purchase Price of each such Unit then subject to this Lease."

2. The Lease Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.

3. The Lessee will promptly cause this Amendment Agreement to be filed, recorded and deposited in accordance with the provisions of § 15 of the Lease (including filing with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303).

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

5. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all of the parties hereto if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate

seals, duly attested, to be hereunto affixed as of the day and year first above written.

CONSOLIDATED RAIL CORPORATION,

by   
Vice President

[Corporate Seal]

Attest:

Assistant Secretary

FIRST PENNSYLVANIA BANK N.A.,  
as Trustee,

by \_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF CHICAGO,

by \_\_\_\_\_  
Authorized Officer

[Corporate Seal]

Attest:

\_\_\_\_\_  
Authorized Officer

COMMONWEALTH OF PENNSYLVANIA, )  
 ) SS.:  
COUNTY OF PHILADELPHIA, )

On this 16 day of December 1978, before me personally appeared R. J. [Signature], to me personally known, who, being by me duly sworn, says that he is a Vice President and Treasurer of CONSOLIDATED RAIL 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.

[Signature]  
Notary Public

DONALD F. FEASTER

Notary Public, Philadelphia, Philadelphia Co.

My Commission Expires June 2, 1979

[Notarial Seal]

My Commission expires

COMMONWEALTH OF PENNSYLVANIA, )  
 ) SS.:  
COUNTY OF PHILADELPHIA, )

On this \_\_\_\_\_ day of \_\_\_\_\_ 1978, before me, personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of FIRST PENNSYLVANIA BANK N.A., that the seal affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed 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.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires





CONSENT OF INVESTORS

The undersigned, being all of the Investors referred to in the Participation Agreement dated as of May 15, 1978 with Continental Illinois National Bank and Trust Company of Chicago, as Agent, hereby consent to the Amendment Agreement dated as of December 1, 1978, in the form to which this Consent is attached and direct Continental Illinois National Bank and Trust Company of Chicago, as Agent, to enter into an Amendment Agreement in such form.

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF CHICAGO

by

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THE PHILADELPHIA NATIONAL BANK

by

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