

5785-B

RECORDATION NO. .... Filed & Recd. 1975

JUL 30 1975 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO A  
LEASE OF RAILROAD EQUIPMENT

Wherever appearing or referred to herein, "The First Pennsylvania Banking and Trust Company" shall mean and refer to "First Pennsylvania Bank N.A."

AMENDMENT dated as of April 1, 1974 to Lease of Railroad Equipment dated as of June 15, 1970.

BETWEEN: C.I.T. CORPORATION, a New York corporation, and C.I.T. LEASING CORPORATION, a Delaware corporation, acting as Agent on behalf of C.I.T. Corporation, (hereinafter called the "Lessor"),

OF THE FIRST PART

AND: THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, a Pennsylvania corporation, (hereinafter called the "Agent"),  
Wherever appearing or referred to herein, "The First Pennsylvania Banking and Trust Company" shall mean and refer to "First Pennsylvania Bank N.A.",

OF THE SECOND PART

AND: GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation, (hereinafter called the "Lessee"),

OF THE THIRD PART

WHEREAS the Lessor and the Lessee have executed a Lease of Railroad Equipment dated as of June 15, 1970 and which was on July 20, 1970 recorded with the Interstate Commerce Commission as Number 5785-A and deposited with the Registrar General of Canada; and

WHEREAS the said Lease of Railroad Equipment was assigned by the Lessor to the Agent, under the terms of a Collateral Assignment of Lease and Agreement dated as of June 15, 1970 and recorded with the Interstate Commerce Commission on July 20, 1970 as Number 5785-A and deposited with the Registrar General of Canada; and

WHEREAS the said Lease of Railroad Equipment covered sixty-eight (68) 89'4" Flush Deck Flat Cars bearing Railroad Road Numbers GTW 303326 to 303393 inclusive; and

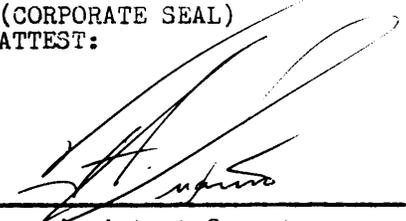
WHEREAS the Lessee desires to change the Railroad Road Numbers on forty-two (42) of the Railroad Cars and assign new numbers to the said cars;

NOW THEREFORE in consideration of the premises and the payment of One Dollar (\$1.00) by the Lessee to the Lessor and the Agent, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. That the forty-two (42) 89'4" Flush Deck Flat Cars bearing the Railroad Road Numbers referred to in Column I of Exhibit A hereto shall be restencilled and renumbered in accordance with the identifying Railroad Road Numbers set forth in Column II of Exhibit A hereto.
2. That during the period of restencilling and renumbering, the said cars may bear either the GTW or CNA identifying numbers referred to in Columns I and II of Exhibit A hereto.
3. That upon completion of the restencilling and renumbering of the said cars, the Lessee shall provide the parties hereto and file with the Interstate Commerce Commission and the Registrar General of Canada, a statement signed by a Vice-President of the said Lessee and stating that the cars have been restencilled in accordance herewith and that the cars will thereafter bear the CNA identifying numbers referred to in Column II of Exhibit A hereto.
4. All costs related to the restencilling and recordation of this Amendment and the statement referred to herein with the Interstate Commerce Commission and the Registrar General of Canada shall be at the expense and obligation of the Lessee.
5. The parties hereto agree that in all other respects, the said Railroad Equipment Lease shall remain in full force and effect in accordance with its original terms.

IN WITNESS WHEREOF, the Lessor, the Agent and the Lessee have each caused this instrument to be executed in its corporate name by its President or by one of its Vice-Presidents thereunto duly authorized, and by its corporate seal being affixed and attested by its Secretary or one of its Assistant Secretaries, all as of the date and year above written.

(CORPORATE SEAL)  
ATTEST:

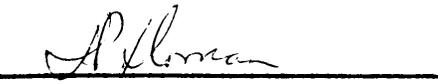
  
\_\_\_\_\_  
Assistant Secretary

C.I.T. LEASING CORPORATION,  
as Lessor

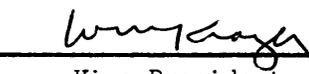
By:   
\_\_\_\_\_  
Vice-President

Whenever appearing or referred to herein, "The First Pennsylvania Banking and Trust Company" shall mean and refer to "First Pennsylvania Bank N. A.".

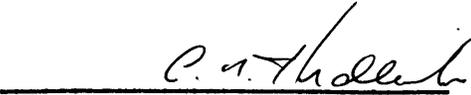
(CORPORATE SEAL)  
ATTEST:

  
\_\_\_\_\_  
Secretary

THE FIRST PENNSYLVANIA BANKING  
AND TRUST COMPANY, as Agent

By:   
\_\_\_\_\_  
Vice-President

(CORPORATE SEAL)  
ATTEST:

  
\_\_\_\_\_  
Post. Secretary

GRAND TRUNK WESTERN RAILROAD  
COMPANY, as Lessee

By:   
\_\_\_\_\_  
Vice-President

APPROVED AS TO FORM:  
  
DATE: 7/18/75

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

On this 2<sup>nd</sup> day of July 1975, before me personally appeared T. McCh. Lips, to me personally known, who being by me duly sworn, says that he is Vice President of C.I.T. LEASING CORPORATION, that the seal 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.

Frank C. Suarino  
Notary Public

(Notary Seal)

My Commission expires: \_\_\_\_\_

FRANK C. SUARINO  
Notary Public, State of New York  
No. 60-9234595  
Qualified in Westchester County  
Commission Expires March 30, 1976

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF PHILADELPHIA ) SS.

On this 9<sup>th</sup> day of July, before me personally appeared N. M. Krayer, to me personally known, who being by me duly sworn, says that he is the Vice President of THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, that the seal 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.

Elizabeth J. Labedra  
Notary Public

(Notary Seal)

My Commission expires: \_\_\_\_\_

Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires March 1, 1976

STATE OF MICHIGAN )  
COUNTY OF WAYNE ) SS.

On this 16<sup>th</sup> day of July, before me personally appeared J. Isabelle Matusko, to me personally known, who being by me duly sworn, says that he is Vice President of GRAND TRUNK WESTERN RAILROAD COMPANY, that the seal 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.

J. Isabelle Matusko  
Notary Public

(Notary Seal)

My Commission expires: \_\_\_\_\_

J. ISABELLE MATUSKO  
Notary Public, Oakland County, Mich.  
Acting in Wayne County, Mich.  
My Commission Expires 4-23-79

EXHIBIT A

TO THE AMENDMENT DATED APRIL 1, 1974  
OF LEASE OF RAILROAD EQUIPMENT BETWEEN  
C.I.T. CORPORATION, C.I.T. LEASING CORPORATION,  
THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY  
AND  
GRAND TRUNK WESTERN RAILROAD COMPANY

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<u>COLUMN I</u>	<u>COLUMN II</u>
GTW 303326	CNA 753069
303327	753070
303328	753071
303329	753072
303330	753073
303331	753074
303332	753075
303337	753076
303342	753077
303343	753078
303344	753079
303345	753080
303347	753081
303348	753082
303349	753083
303350	753084
303351	753085
303352	753086
303353	753087
303354	753088
303355	753089
303356	753090
303357	753091
303362	753092
303363	753093
303364	753094
303365	753095
303367	753096
303368	753097
303369	753098
303370	753099
303371	753100
303372	753101
303373	753102
303374	753103
303375	753104
303376	753105
303377	753106
303378	753107
303381	753108
303386	753109
303387	753110