

SUPPLEMENT DATED AS OF APRIL 15, 1971 TO LEASE OF RAILROAD EQUIPMENT DATED AS OF DECEMBER 15, 1970 FROM EL-PC LEASING CORPORATION, LESSOR, TO GEORGE P. BAKER, RICHARD C. BOND, JERVIS LANGDON, JR. AND WILLARD WIRTZ, TRUSTEES OF THE PROPERTY OF PENN CENTRAL TRANSPORTATION COMPANY, DEBTOR, LESSEES

Lessor and Lessees hereby confirm that the below described Diesel-Electric Locomotives (the Locomotives) manufactured by General Motors Corporation (Manufacturer) for sale to Lessor pursuant to a Purchase Contract dated as of November 1, 1970, as amended (the Purchase Contract) were delivered to Lessees at their tracks at Hammond, Indiana, on the indicated dates:

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufacturer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	5	36801-36805	2010-2014	11/14/70
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	5	36381-36385	9223-9227	11/14/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36896	6240	12/ 3/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36897-36898	6241-6242	12/ 5/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36902	6246	12/ 8/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	5	36899-36901 36903 36906	6243-6245 6247 6250	12/12/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	3	36904-36905 36908	6248-6249 6252	12/15/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36907	6251	12/16/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	3	36909-36911	6253-6255	12/17/70

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufacturer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36912 36916	6256 6260	12/21/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	5	36913-36914 36917-36918 36920	6257-6258 6261-6262 6264	12/22/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36915 36921	6259 6265	12/26/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36922-36923	6266-6267	1/ 2/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	3	36924-36925 36998	6268-6269 6272	1/ 7/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36919	6263	1/ 8/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36997 36999	6271 6273	1/ 9/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36926	6270	1/12/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37001	6275	1/14/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37000	6274	1/17/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	37002 37004	6276 6278	1/18/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	37003 37005	6277 6279	1/20/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36927-36928	7868-7869	1/20/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36929	7870	1/21/71

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufacturer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37006	6280	1/21/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37007	6281	1/23/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36930 36933	7871 7874	1/23/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36931	7872	1/25/71
SD 40	3000 H.P. Diesel-Electric Road Locomotive	1	37008	6282	1/27/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36934	7875	1/27/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36932 36935 36938	7873 7876 7879	1/29/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37009	6283	2/ 1/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36936-36937	7877-7878	2/ 1/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37010	6284	2/ 4/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36939 36941 36945	7880 7882 7886	2/ 4/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36942 36946	7883 7887	2/ 5/71

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufactur- er's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36943-36944 36949	7884-7885 7890	2/ 6/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36950	7891	2/ 7/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36947-36948 36951	7888-7889 7892	2/10/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	9	36952-36958 36960 36962	7893-7899 7901 7903	2/13/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	2	37059-37060	9501-9502	2/13/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	4	36959 36961 36963 36965	7900 7902 7908 7910	2/17/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37061	9503	2/17/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36964 36966	7909 7911	2/18/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	2	37058 37062	9500 9504	2/18/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37063	9505	2/23/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36940	7881	2/24/71

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SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	2	37064-37065	9506-9507	2/26/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37067	9509	2/28/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37066	9508	3/ 2/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36967-36968	7912-7913	3/ 8/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36969 36971	7914 7916	3/ 9/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36970 36972	7915 7917	3/12/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	4	36973-36976	7918-7921	3/13/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36977-36978 36980	7922-7923 7925	3/17/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	5	36979 36981-36984	7924 7926-7929	3/18/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36985-36986	7930-7931	3/19/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	4	36987-36988 36990 36993	7932-7933 7935 7904	3/23/71

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufac- turer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36991 36994	7936 7905	3/26/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36992 37011 36995	7937 7938 7906	3/31/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36989 37012 36996	7934 7939 7907	4/ 3/71

137

Lessor and Lessees confirm that the Locomotives were inspected by duly appointed and authorized representatives of Lessor and Lessees in accordance with Section 2 of the Purchase Contract. Such inspection showed (a) that the Locomotives have been constructed in accordance with the Specifications, all applicable Federal Railroad Administration requirements and all standards recommended by the Association of American Railroads and (b) that there was plainly, distinctly, permanently and conspicuously placed and fastened upon each side of each Locomotive a metal plate on which plainly and conspicuously appear the following words in letters not less than one inch in height:

EL-PC LEASING CORPORATION, OWNER AND LESSOR:

UNITED STATES TRUST COMPANY OF NEW YORK, TRUSTEE, ASSIGNEE

and that each side of each Locomotive was plainly and distinctly marked with both Manufacturer's Serial Number and the Railroad's Road Number set forth above with respect thereto.

Lessor and Lessees confirm that on the aforesaid dates of delivery the Locomotives were duly accepted by a representative of Lessor and Lessees in accordance with Section 2 of the Purchase Contract, and Lessees acknowledge that the Locomotives are now held by Lessees subject to the terms and conditions of the aforesaid Lease of Railroad

Equipment, including the payment of the rentals provided for therein with respect to the Locomotives to Lessor.

IN WITNESS WHEREOF, Lessor has caused this Supplement to be executed in its corporate name, by one of its officers thereunto duly authorized, and its corporate seal to be hereunto affixed and duly attested, and Lessees have caused this Supplement to be executed on their behalf by one of the Lessees thereunto duly authorized, the day and year first above written.

EL-PC LEASING CORPORATION

By [Signature]
Vice President

Attest:

[Signature]
ASS'T Secretary

WITNESS:

[Signature]
ASSISTANT SECRETARY

GEORGE P. BAKER,
RICHARD C. BOND,
JERVIS LANGDON, JR., and
WILLARD WIRTZ,
Trustees of the Property of Penn
Central Transportation Com-
pany, Debtor

By [Signature]
One of the Trustees

