

6600-a

RECORDATION NO. _____ Filed & Recd.
JUL 21 1972 9 50 AM
INTERSTATE COMMERCE COM.

AMENDMENT TO EQUIPMENT LEASE

AGREEMENT dated as of the 14th day of July, 1972, by and between THE YORK BANK AND TRUST COMPANY ("Lessor") and ST. LOUIS - SAN FRANCISCO RAILWAY COMPANY ("Lessee"),

W I T N E S S E T H:

WHEREAS, the parties hereto entered into a Lease of Railroad Equipment dated as of March 1, 1972, duly recorded with the Interstate Commerce Commission on May 18, 1972, Recordation No. 6600 ("Lease");

AND WHEREAS, the parties wish to amend the lease to delete the second renewal option;

NOW THEREFORE, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Section 23.3 of the Lease is hereby amended and restated in full to read as follows:

"23.3 Option to Renew. As an alternative to the foregoing option to purchase, the Lessee shall have the option to extend the terms of the Lease as to all but not less than all Equipment then under lease hereunder for an additional three year period (the rent continuing to be payable semi-annually in arrears). If the Lessee chooses this alternative he shall give the same notices as provided in Section 23.1 (a) before the end of the then current term. The rentals shall be 2.4692% per semi-annual period for the three year term (multiplied by the Total Purchase Price per Item of Equipment). The Casualty Value for the Equipment during the extended term shall be determined by appraisal under the procedure referred to in Section 23.1 (b)."

2. In all respects not inconsistent herewith the Lease is hereby confirmed as originally drawn.

3. This amendment shall be construed in accordance with the laws of Pennsylvania; provided, however, that the parties shall be entitled to all rights conferred by any applicable federal statute, rule or regulation.

4. The Lessee will promptly cause this amendment to be filed with the Interstate Commerce Commission at its own expense.

IN WITNESS WHEREOF, the parties hereto have caused this amendment to be executed by their respective officers thereunder duly authorized and their corporate seals to be hereto affixed as of the day and year first above written.

(corporate seal)

THE YORK BANK AND TRUST COMPANY

By *R. E. Reibhaus*
Its VICE PRESIDENT LESSOR

Attest:

[Signature]
Assistant Secretary

(corporate seal)

ST. LOUIS - SAN FRANCISCO RAILWAY
COMPANY

By *Harold E. Bailey*
Its Vice President LESSEE

Attest:

[Signature]
Assistant Secretary

