

EXHIBIT A

MAY 22 1978 -3 20 PM

INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT TO
LEASE OF RAILROAD EQUIPMENT

SECOND AMENDMENT, dated as of August 15, 1977 to that Lease of Railroad Equipment dated as of November 22, 1974 between The Westport Bank and Trust Company (Lessor) and Pickens Railroad Company (Lessee).

Lessor and Lessee executed a Lease of Railroad Equipment dated as of November 22, 1974 (the Lease) which was filed with the Interstate Commerce Commission on December 27, 1974 and bears Recordation Number 7754-A. The Lease was assigned to First Pennsylvania Bank N.A. by Assignment of Lease and Agreement dated as of November 22, 1974 which was filed with the Interstate Commerce Commission on December 27, 1974 and bears Recordation Number 7754-B. The Lease was amended by First Amendment to Lease Agreement dated as of May 3, 1976, which was filed with the Interstate Commerce Commission on July 21, 1976 and bears Recordation Number 7754-C. The Assignment of Lease and Agreement was amended by Amendment dated as of May 3, 1976 to Assignment of Lease and Agreement, which Amendment was filed with the Interstate Commerce Commission on July 21, 1976 and bears Recordation Number 7754-D.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree as follows:

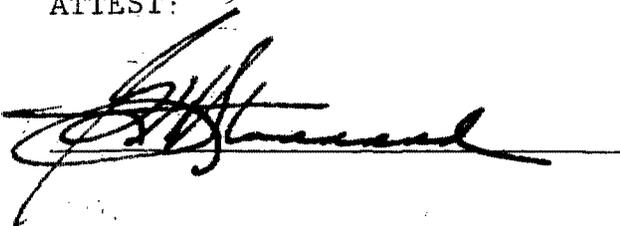
1. Section 2.2 of the Lease is hereby deleted.
2. Except to the extent specifically amended herein by this Amendment, all other provisions of the Lease remain

in full force and effect as therein written.

IN WITNESS WHEREOF, Lessor and Lessee, pursuant to due corporate authority have caused this Amendment to be duly executed as of the date first above written.

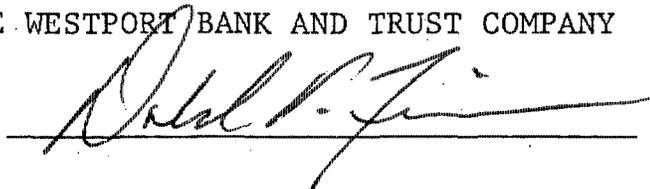
(CORPORATE SEAL)

ATTEST:



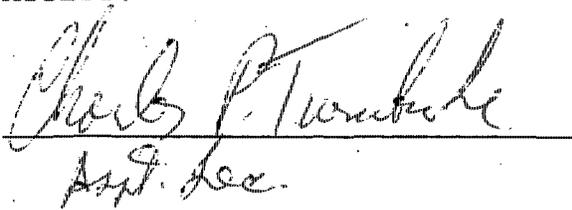
THE WESTPORT BANK AND TRUST COMPANY

BY:



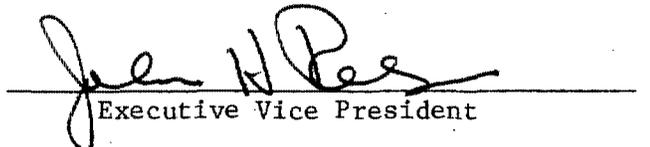
(CORPORATE SEAL)

ATTEST:



PICKENS RAILROAD COMPANY

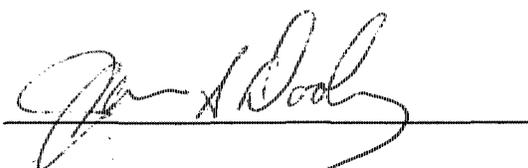
BY:


Executive Vice President

First Pennsylvania Bank N.A. does hereby consent to the foregoing Amendment.

FIRST PENNSYLVANIA BANK N.A.

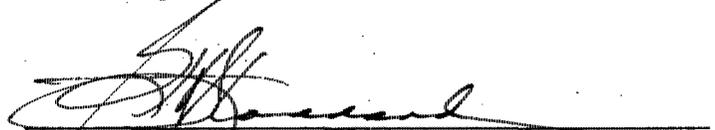
BY:



STATE OF CONNECTICUT)

COUNTY OF Meriden)

On this 13th day of January, 1978, before me personally appeared Donald V. Jenkins, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of THE WESTPORT BANK 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.

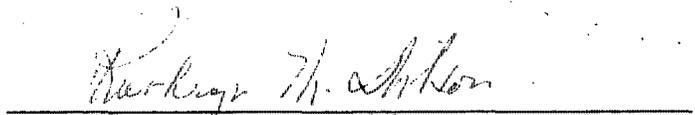

Notary Public

My Commission Expires: MY COMMISSION EXPIRES APRIL 1st, 1979

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Philadelphia)

On this 27th day of December, 1977, before me personally appeared JOHN H. REES, to me personally known, who being by me duly sworn, says that he is the EXECUTIVE VICE PRESIDENT of PICKENS RAILROAD 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.


Notary Public

My Commission Expires: March 11, 1980