

AMENDMENT AGREEMENT

The parties hereto hereby agree that a certain Conditional Sale Agreement dated as of July 17, 1972 between UNILEASE, LTD., INTERET EQUIPMENT COMPANY, and ELGIN, JOLIET and EASTERN RAILWAY COMPANY, (filed and recorded with the Interstate Commerce Commission on August 18, 1972 at 3:00 P.M. and assigned recordation number 6697) shall be amended as follows: Annex A attached to said Conditional Sale Agreement is deleted therefrom and a new Annex A (in the form attached hereto as Exhibit A) is substituted in lieu thereof.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed this 3rd day of October, 1972.

(corporate seal)

UNILEASE, LTD.

Attest: Brian M. McCoy
Secretary

By: Samuel J. Fisher
Vice President

(corporate seal)

INTERET EQUIPMENT COMPANY

Attest: Brian M. McCoy
Secretary

By: Samuel J. Fisher
President

(corporate seal)

ELGIN, JOLIET AND EASTERN
RAILWAY COMPANY

Attest: [Signature]
Secretary

By: [Signature]
Vice President - Finance

6697- F

RECORDATION NO. _____ Filed & Recorded

DEC 12 1972 - 12 45 PM

INTERSTATE COMMERCE COMMISSION

EXHIBIT A

ANNEX A to Conditional Sale Agreement

EQUIPMENT

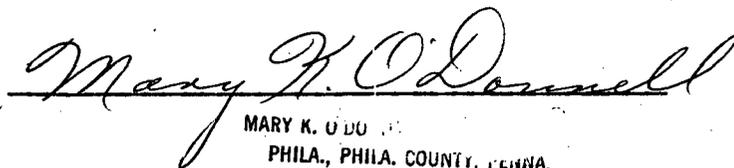
<u>No. of Units</u>	<u>Description</u>	<u>Manufacturers' Invoice Price (Approximate)</u>	<u>E, J & E Road Numbers</u>	<u>Expected Closing Date</u>	<u>Quarterly Rental per unit*</u>	<u>Daily Rental per unit*</u>
150	100-Ton General Service Gondolas; Whitaker Corporation, Berwick Forge and Fabricating Division, builder	\$2,266,300	86000-86069	8/10/72	2.0719%	0.0230%
24	125-Ton Covered Hopper Cars; ACF Industries, Inc., builder	\$ 704,000	4200-4279	12/20/72	2.0719%	0.0230%
100	70-Ton Coke Hopper Cars with Air-operated Doors and Used Friction Bearing Trucks; Greenville Steel Car Company, builder	\$1,951,000	3000* 3023	12/20/72	1.8138%	0.0202%
4	GP-38, 2000 H.P. Diesel, Electric Locomotives; General Motors Corporation (Electro-Motive Division), builder	\$1,052,900	700-703	12/20/72	2.0719%	0.0230%
		<u>\$5,974,200</u>				

* expressed as a percentage of the Purchase Price (as defined in §3 of the Agreement) of such unit

STATE OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA)

SS:

On this 5th day of December, 1972, before me personally appeared David James Fisher, to me personally known, who, being by me duly sworn, said that he is the President of Interet Equipment Company, 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.

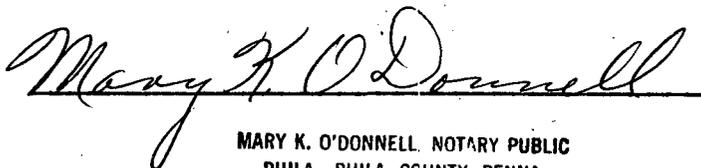


MARY K. O'DONNELL
PHILA., PHILA. COUNTY, PENNA.
My Commission Expires August 7, 1976

STATE OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA)

SS:

On this 5th day of December, 1972, before me personally appeared David James Fisher, to me personally known, who, being by me duly sworn, said that he is the Vice President of Unilease, Ltd., 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.



MARY K. O'DONNELL, NOTARY PUBLIC
PHILA., PHILA. COUNTY, PENNA.
My Commission Expires August 7, 1976

STATE OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) SS:

On this 8th day of December, 1972, before me personally appeared Vernon W. Kraetsch, to me personally known, who, being by me duly sworn, said that he is the Vice President-Finance of Elgin, Joliet and Eastern Railway Company, 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.

Dorothy M. Tarr

DOROTHY M. TARR, Notary Public
Pittsburgh, Allegheny Co., Pa.
My Commission Expires
March 31, 1974