

FIRST AMENDMENT TO RAILROAD EQUIPMENT LEASE

THIS FIRST AMENDMENT TO RAILROAD EQUIPMENT LEASE dated as of September 1, 1972, between O-T-D Corporation ("Lessor"), a Delaware Corporation, and THE GOODYEAR TIRE & RUBBER COMPANY, an Ohio Corporation (the "Lessee");

W I T N E S S E T H

WHEREAS, the Lessor and the Lessee have heretofore executed and delivered that certain Railroad Equipment Lease dated as of November 1, 1971 (the "Lease") providing for the lease thereunder by the Lessor to the Lessee of 175 ODX 6000 Series Container Cars, bearing the identifying symbol ODX and car numbers from 6000 to 6174, inclusive; and

WHEREAS, the Lessor and the Lessee desire to amend the Lease as hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor, and the Lessee hereby covenant and agree that the Lease shall be deemed to be and it is hereby amended as follows:

1. By deleting the first sentence, including the delivery schedule, of the first paragraph of Section 2 and substituting therefor the following: *P.E.C.*

"The Lessor shall cause the Cars to be delivered to the Lessee F.O.T. at Houston or Beaumont, Texas, in accordance with the following schedule:

	<u>Cars</u>
September, 1972	3
October, 1972	14
November, 1972	18
December, 1972	15
January, 1973	15
February, 1973	18
March, 1973	18
April, 1973	18
May, 1973	18
June, 1973	18
July, 1973	20

6755-C
RECORDATION NO. _____ Filed & Recorder
OCT 24 1972 - 9 00 AM
STATE COMMERCE COMMISSION

2. By deleting Exhibit A attached to the Lease as executed and by substituting therefor Exhibit A attached to this First Amendment.

3. By deleting the address of the Lessor in Section 18 and substituting therefor the following:

O-T-D Corporation
750 Route 53
Itasca, Illinois 60143

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this First Amendment to Railroad Equipment Lease may refer to "Railroad Equipment Lease dated as of November 1, 1971" without making specific references to this First Amendment; but nevertheless all such references shall be deemed to include this First Amendment unless the context shall otherwise require.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to Railroad Equipment Lease 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.

O-T-D Corporation

By Paul E. Osh
Its President LESSOR

(CORPORATE SEAL)

Attest:

David Hasenmeyer
Secretary

THE GOODYEAR TIRE & RUBBER COMPANY

By [Signature]
Its Vice President
AGENT AS AFORESAID

(CORPORATE SEAL)

Attest:

John Lewis
Asst. Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 13th day of October, 1972, before me personally appeared Paul A. Dyle, to me personally known, who being by me duly sworn, says that he is the President of O-T-D 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.

Robert A. Schuchman
Notary Public

(Notarial Seal)

My commission expires: June 16, 1974

STATE OF OHIO)
) SS
COUNTY OF SUMMIT)

On this 12th day of October, 1972, before me personally appeared V L Petersen, to me personally known who being by me duly sworn, says that he is the Vice President of THE GOODYEAR TIRE & RUBBER 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.

Neal J. Gerstenschlager
Notary Public

(Notarial Seal)

My commission expires:
NEAL J. GERSTENSCHLAGER, Notary Public
Summit County, Ohio
My Commission Expires Jan. 16, 1977

CERTIFICATE OF ACCEPTANCE UNDER
RAILROAD EQUIPMENT LEASE

To: O-T-D Corporation, as Lessor under Railroad Equipment Lease dated as of November 1, 1971 ("Lessor").

I, a duly appointed inspector and authorized representative of THE GOODYEAR TIRE & RUBBER COMPANY ("Lessee") do hereby certify that I have received, inspected, approved and accepted delivery, on behalf of the Lessee under the Railroad Equipment Lease dated as of November 1, 1971 between the Lessor and the Lessee, of the following OTDX 6000 Series Container Cars ("Cars"):

PLACE ACCEPTED: _____

DATE ACCEPTED: _____

NUMBER OF CARS: _____

NUMBERED: _____

I do further certify that the foregoing Cars are in good order and condition, and at the time of delivery to the Lessee there was plainly, distinctly, permanently and conspicuously marked in contrasting colors upon each side of each Car the following legend in letters not less than one inch in height:

O-T-D CORPORATION, Owner-Lessor,
Subject to a Security Interest
Recorded with the I.C.C.

Inspector and Authorized
Representative of Lessee