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CORRECTION AMENDMENT NO. 2

INTERSTATE COMMERCE COMMISSION

CORRECTION AMENDMENT NO. 2 dated as of August , 1975 to Lease of Railroad Equipment dated as of June 2, 1975, as amended by Correction Amendment dated as of July 7, 1975 (the "Lease") between Provident National Bank, as Trustee, Lessor, and Pennsylvania Power & Light Company, Lessee.

WHEREAS, this Correction Amendment is intended to correct certain typographical errors in the Lease, which Lease was filed and recorded with the Interstate Commerce Commission, Recordation Nos. 7985-A and 7985-B;

NOW, THEREFORE, in consideration of the premises and intending to be legally bound hereby, the parties hereto do hereby agree as follows:

1. The first sentence of Section 16 of the Lease shall be amended:

(a) by inserting, after the word "Event" and before the words "of notice", the words "of Default (or other event which after lapse of time or giving"; and

(b) by inserting, after the word "shall" and before the words "notice delivered to Lessor", the words "have occurred and be continuing, the Lessee may by written".

2. Section 6(d) of the Lease and the second paragraph of Section 12(a) of the Lease shall each be amended by deleting, after the words "payment by", the words "such indemnified party", and by inserting in lieu thereof the word "Lessee".

3. This Correction Amendment No. 2 shall have effect retroactive to July 8, 1975, as if executed and delivered on such date.

IN WITNESS WHEREOF, the parties hereto have caused this Correction Amendment No. 2 to be executed as of the

20th day of August, 1975 with effect retroactive to July 8, 1975.

ATTEST:

PROVIDENT NATIONAL BANK,  
as Trustee,  
Lessor

Joseph Fedunina  
Assistant Secretary

By: John W. McLaughlin  
Vice President

ATTEST:

PENNSYLVANIA POWER & LIGHT  
COMPANY,  
Lessee

Helen J. Wolfe  
Assistant Secretary

By: R. R. Fortune  
Vice President

COMMONWEALTH OF PENNSYLVANIA :  
:  
COUNTY OF PHILADELPHIA

On this 16<sup>th</sup> day of September, 1975, before me personally appeared John W. McLaughlin, to me personally known, who, being by me duly sworn, says that he is a Vice President of Provident National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association, 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 association. I hereby certify that I am not a director, officer or stockholder of said association.

Marcia Spertzy  
Notary Public

My Commission expires: 9/19/77

COMMONWEALTH OF PENNSYLVANIA :  
:  
COUNTY OF LEHIGH

On this 11<sup>th</sup> day of Sept., 1975, before me personally appeared R.R. Fortune, to me personally known, who, being by me duly sworn, says that he is a Vice President of Pennsylvania Power & Light 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.

David M. Landis  
Notary Public

My Commission expires: March 15, 1976

REQUEST OF MAJORITY IN INTEREST  
OF PARTICIPANTS

The undersigned Participants, constituting a Majority in Interest of Participants as defined in that certain Equipment Trust Agreement dated as of June 2, 1975 between United States Trust Company of New York, as Trustor, and Provident National Bank, as Trustee (the "Trust Agreement"), acting pursuant to Section 11.01 of the Trust Agreement, do hereby request Provident National Bank, as Trustee under the Trust Agreement, to execute and deliver the foregoing Correction Amendment No. 2.

UNITED STATES TRUST COMPANY  
OF NEW YORK,  
Trustor

By: C. William Stehman  
Vice President

JEFFERSON STANDARD LIFE  
INSURANCE COMPANY,  
Loan Participant

By: A. L. Harey Jr.  
Vice President

AMERICAN UNITED LIFE INSURANCE  
COMPANY,  
Loan Participant

By: W. Schutt  
LEONARD D. SCHUTT  
SENIOR VICE PRESIDENT,  
INVESTMENTS

Dated as of August 20, 1975