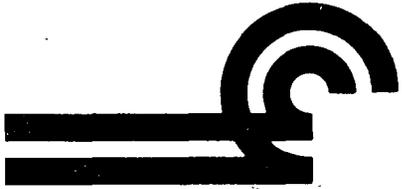


CONRAIL



9-215A056
AUG 3 1979

Date _____
Fee \$ 10.00

CC Washington, D.C.

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Room 2215
12th and Constitution Avenue
Washington, D. C. 20423

RECORDATION NO. 10427 A
Filed 1979

AUG 3 1979 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Pursuant to 49 USC §11303 and as provided by Volume 49 Code of Federal Regulations Section 1116.1 through 1116.4, the following document was filed on June 5, 1979 and stamped with Recordation No. 10427.

Equipment Lease Agreement, dated as of May 25, 1979.

Lessor: Pittsburgh National Leasing Corp.
Pittsburgh National Building
Fifth Avenue and Wood Street
Pittsburgh, Pennsylvania 15222

Lessee: Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

We are currently presenting Amendment Number 1 to the above document to be filed as part of the original document pursuant to 49 USC 11303.

Enclosed is our check for \$10 to cover the recordation fee. After recording a counterpart original of this document, please return the remaining copies, stamped with your recordation number to the individual presenting them for recordation.

Thank you for your assistance.

Very truly yours

Joseph T. Rowan
Assistant General Counsel
Tax and Finance

FEE OPERATION BR.
I.C.C.

AUG 3 12 57 PM '79

JTR:ld
Enclosures

RECEIVED

John J. Gillies
[Signature]

REGISTRATION NO. 10427-A Filed 1425

AUG 3 1979 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NUMBER 1

DATED AS OF JUNE 30, 1979

TO

EQUIPMENT LEASE

BETWEEN

PITTSBURGH NATIONAL LEASING CORP.
(Lessor)

and

CONSOLIDATED RAIL CORPORATION
(Lessee)

DATED AS OF MAY 25, 1979

AMENDMENT NUMBER 1

TO

EQUIPMENT LEASE AGREEMENT

WHEREAS, the parties hereto entered into that certain Equipment Lease Agreement dated as of May 25, 1979 ("Lease");

WHEREAS, the parties hereto wish to amend the lease in the following particulars.

NOW THEREFORE, in consideration of One Dollar, receipt of which is hereby acknowledged, and with the intent to be legally bound hereby the parties agree as follows:

1. Schedule A to the Lease shall be modified by altering the last unit identification number relating to that certain Pettibone Model 220, RRC 110 ton railroad rerailling crane to read S-3062X, instead of S-3063X so that the reference to all Pettibone Model 220 RRC 110 ton railroad rerailling cranes leased pursuant to the Lease as amended hereby shall read as follows:

<u>Quantity</u>	<u>Unit Description</u>	<u>Original Cost of Each Unit</u>	<u>Total Cost</u>
3	Pettibone Model 220 RRC 110 ton Railroad rerailling crane Lessee's numbers S-3060X - S-3062X	\$282,085.00	\$846,255.00

IN WITNESS WHEREOF, as of the 30th day of June, 1979, Pittsburgh National Leasing Corp. and Consolidated Rail Corporation have executed

this Amendment Number 1.

ATTEST:

Wm. C. Ziff

ATTEST:

T. P. DeSantis
ASSISTANT SECRETARY

PITTSBURGH NATIONAL LEASING CORP.
(Lessor)

By *Robert T. Smith*
Robert T. Smith
President

CONSOLIDATED RAIL CORPORATION
(Lessee)

By *J. A. B.*
Assistant Treasurer -
Financing and Collections

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 6th day of July, 1979, before me personally appeared Robert A. Smith, to me personally known, who, being by me duly sworn, says that he is a President of Pittsburgh National Leasing Corp., that the seal affixed to the foregoing instrument is the corporate seal of Pittsburgh National Leasing Corp., and that the foregoing instrument was signed on behalf of Pittsburgh National Leasing Corp. by authority of its Articles of Incorporation and By-Laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of Pittsburgh National Leasing Corp.


Notary Public

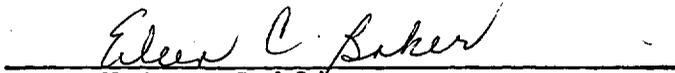
Frances Giammaria, Notary Public
Pennsbury Village Borough, Allegheny County
My Commission Expires Apr. 24, 1982
Member, Pennsylvania Association of Notaries

(NOTARIAL SEAL)

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF PHILADELPHIA)

On this 2nd day of August, 1979, before me personally appeared H. St. Brown to me personally known, who, being by me duly sworn, says that he is Asst. Pres. - Gen. + Collector of Consolidated Rail Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and 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

(NOTARIAL SEAL)

My Commission Expires:

EILEEN C. BAKER
Notary Public Philadelphia, Philadelphia Co.
My Commission Expires October 11, 1982