

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA
NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX
RCA 233663
WUD 125547
WUI 620976

9-341A070

DEC 7 1979

Date
Fee \$ 10.00

ICS Washington, D. C.

RECORDATION NO. 11047-D
Filed 1425
DEC 07 1979 - 12 10 PM
INTERSTATE COMMERCE COMMISSION

MAURICE T. MOORE
BRUCE BROMLEY
WILLIAM B. MARSHALL
RALPH L. MCAFEE
ROYALL VICTOR
ALLEN H. MERRILL
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA

JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN

ROSEMARY E. MAW
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER

ROSWELL L. GILPATRICK
L. R. BRESLIN, JR.
GEORGE B. TURNER
JOHN H. MORSE
HAROLD R. MEDINA, JR.
CHARLES R. LINTON

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE 01-606-1421
TELEX: 8614901

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

December 4, 1979

*Miss Lee
had think this
will be
Rec no. 11047-D*

Amendment Agreement Dated as of November 30, 1979
Amending Conditional Sale Agreement
Filed under Recordation No. 11047 and
Lease Filed under Recordation No. 11047-B

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of System Fuels, Inc. for filing and recordation twelve counterparts of the following document:

Amendment Agreement dated as of November 30, 1979, among System Fuels, Inc., First Security State Bank, as Trustee, Bethlehem Steel Corporation and Metropolitan Life Insurance Company.

The Amendment Agreement amends a Conditional Sale Agreement, dated as of November 2, 1979, previously filed and recorded with the Interstate Commerce Commission on November 13, 1979, at 2:30 p.m., Recordation Number 11047 and a Lease of Railroad Equipment, dated as of November 2, 1979, previously filed and recorded as above with the Interstate Commerce Commission on November 13, 1979, at 2:30 p.m., Recordation Number 11047-B.

The Amendment Agreement covers the revisions of the "Lessee's Identification Numbers (Both Inclusive)" set forth

Counterpart - James Cumpston

DEC 7 1979
12 7 1979

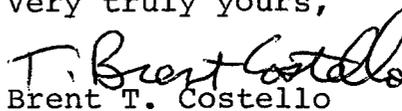
in Annex B of the CSA and Appendix A to the Lease to read "SFIX 1-593; SFIX 7000-7006" instead of "SFIX 1-600.

Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 11047-D.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the Amendment Agreement.

Please stamp all twelve counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the eleven remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,



Brent T. Costello

As Agent for System Fuels, Inc.

Agatha L. Mergenovich
Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encl.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

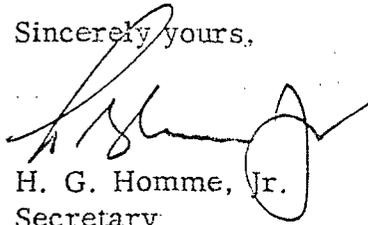
Brent T. Costello
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N. Y. 10006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 12/7/79 at 12:10PM, and assigned re-
cordation number(s). 11047-D

Sincerely yours,



H. G. Homme, Jr.
Secretary

Enclosure(s)

SE-30
(3/79)

REC'D - 11047-D

425

DEC 07 1979 12:10 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of November 30, 1979, among SYSTEM FUELS, INC., ("Lessee"), FIRST SECURITY STATE BANK ("Trustee"), BETHLEHEM STEEL CORPORATION ("Builder") and METROPOLITAN LIFE INSURANCE COMPANY ("Assignee").

WHEREAS the Trustee and the Builder have entered into a Conditional Sale Agreement dated as of November 2, 1979 ("CSA");

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of November 2, 1979 ("CSA Assignment");

WHEREAS the CSA and the CSA Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 13, 1979, and were assigned recordation numbers 11047 and 11047-A, respectively;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of November 2, 1979 ("Lease");

WHEREAS the Trustee and the Assignee have entered into an Assignment of Lease and Agreement dated as of November 2, 1979 ("Lease Assignment");

WHEREAS the Lease and the Lease Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 13, 1979, and were assigned recordation numbers 11047-B and 11047-C, respectively; and

WHEREAS the parties hereto desire to amend the CSA and the Lease to clarify the Lessee's Identification Numbers of certain units of Equipment (as defined in the CSA);

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The "Lessee's Identification Numbers (Both Inclusive)" set forth in Annex B to the CSA and Appendix A

to the Lease are hereby amended to read "SFIX 1-593; SFIX 7000-7006" instead of "SFIX 1-600".

2. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid amendment to the CSA and the Lease as though originally set forth therein.

3. The Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of § 18 of the Lease.

4. Except as amended hereby, the CSA, the Lease, the CSA Assignment and the Lease Assignment shall remain unaltered and in full force and effect.

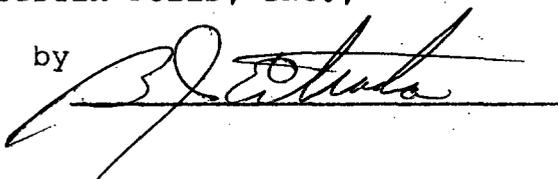
5. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by and construed in accordance with the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

6. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

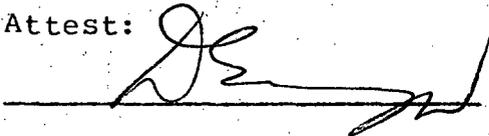
SYSTEM FUELS, INC.,

by



[Corporate Seal]

Attest:



FIRST SECURITY STATE BANK,
not in its individual capa-
city, but solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

BETHLEHEM STEEL CORPORATION,

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

METROPOLITAN LIFE INSURANCE
COMPANY,

by

by

[Corporate Seal]

Attest:

Authorized Officer

STATE OF *Louisiana*)
Parish of Orleans) ss.:
COUNTY OF *Orleans*)

On this *6th* day of *December, 1979*, before me personally appeared *R. J. Estrada*, to me personally known, who being by me duly sworn, says that he is a *Treasurer* of SYSTEM FUELS, INC., 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.

GORINNE LEE WIENEK
NOTARY PUBLIC
ORLEANS PARISH
LOUISIANA
MY COMMISSION IS FOR LIFE

Corinne La Wienek
Notary Public

[Notarial Seal]

My Commission Expires *at death*

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this _____ day of November, 1979, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY STATE BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank 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 bank.

Notary Public

[Notarial Seal]

My Commission Expires _____

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF LEHIGH,)

On this day of November, 1979, before me personally appeared , to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL 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

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this day of November, 1979, before me personally appeared and , who being by me duly sworn, say that they are a and of METROPOLITAN LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

11047D

AMENDMENT AGREEMENT dated as of November 30, 1979, among SYSTEM FUELS, INC., ("Lessee"), FIRST SECURITY STATE BANK ("Trustee"), BETHLEHEM STEEL CORPORATION ("Builder") and METROPOLITAN LIFE INSURANCE COMPANY ("Assignee").

WHEREAS the Trustee and the Builder have entered into a Conditional Sale Agreement dated as of November 2, 1979 ("CSA");

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of November 2, 1979 ("CSA Assignment");

WHEREAS the CSA and the CSA Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 13, 1979, and were assigned recordation numbers 11047 and 11047-A, respectively;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of November 2, 1979 ("Lease");

WHEREAS the Trustee and the Assignee have entered into an Assignment of Lease and Agreement dated as of November 2, 1979 ("Lease Assignment");

WHEREAS the Lease and the Lease Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 13, 1979, and were assigned recordation numbers 11047-B and 11047-C, respectively; and

WHEREAS the parties hereto desire to amend the CSA and the Lease to clarify the Lessee's Identification Numbers of certain units of Equipment (as defined in the CSA);

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The "Lessee's Identification Numbers (Both Inclusive)" set forth in Annex B to the CSA and Appendix A

to the Lease are hereby amended to read "SFIX 1-593; SFIX 7000-7006" instead of "SFIX 1-600".

2. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid amendment to the CSA and the Lease as though originally set forth therein.

3. The Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of § 18 of the Lease.

4. Except as amended hereby, the CSA, the Lease, the CSA Assignment and the Lease Assignment shall remain unaltered and in full force and effect.

5. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by and construed in accordance with the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

6. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

SYSTEM FUELS, INC.,

by

[Corporate Seal]

Attest:

FIRST SECURITY STATE BANK,
not in its individual capa-
city, but solely as Trustee,

by Sandra P. Powell
Authorized Officer

[Corporate Seal]

Attest:

John R. [Signature]
Authorized Officer

BETHLEHEM STEEL CORPORATION,

by _____
Vice President

[Corporate Seal]

Attest:

Assistant Secretary

METROPOLITAN LIFE INSURANCE
COMPANY,

by _____

by _____

[Corporate Seal]

Attest:

Authorized Officer

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF LEHIGH,)

On this day of November, 1979, before me personally appeared , to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL 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

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this day of November, 1979, before me personally appeared and , who being by me duly sworn, say that they are a and of METROPOLITAN LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

11047-D

AMENDMENT AGREEMENT dated as of November 30, 1979, among SYSTEM FUELS, INC., ("Lessee"), FIRST SECURITY STATE BANK ("Trustee"), BETHLEHEM STEEL CORPORATION ("Builder") and METROPOLITAN LIFE INSURANCE COMPANY ("Assignee").

WHEREAS the Trustee and the Builder have entered into a Conditional Sale Agreement dated as of November 2, 1979 ("CSA");

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of November 2, 1979 ("CSA Assignment");

WHEREAS the CSA and the CSA Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 13, 1979, and were assigned recordation numbers 11047 and 11047-A, respectively;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of November 2, 1979 ("Lease");

WHEREAS the Trustee and the Assignee have entered into an Assignment of Lease and Agreement dated as of November 2, 1979 ("Lease Assignment");

WHEREAS the Lease and the Lease Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 13, 1979, and were assigned recordation numbers 11047-B and 11047-C, respectively; and

WHEREAS the parties hereto desire to amend the CSA and the Lease to clarify the Lessee's Identification Numbers of certain units of Equipment (as defined in the CSA);

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The "Lessee's Identification Numbers (Both Inclusive)" set forth in Annex B to the CSA and Appendix A

to the Lease are hereby amended to read "SFIX 1-593; SFIX 7000-7006" instead of "SFIX 1-600".

2. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid amendment to the CSA and the Lease as though originally set forth therein.

3. The Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of § 18 of the Lease.

4. Except as amended hereby, the CSA, the Lease, the CSA Assignment and the Lease Assignment shall remain unaltered and in full force and effect.

5. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by and construed in accordance with the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

6. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

SYSTEM FUELS, INC.,

by

[Corporate Seal]

Attest:

FIRST SECURITY STATE BANK,
not in its individual capa-
city, but solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

BETHLEHEM STEEL CORPORATION,

by

David C. ...

Vice President

[Corporate Seal]

Attest:

[Signature]

Assistant Secretary

METROPOLITAN LIFE INSURANCE
COMPANY,

by

by

[Corporate Seal]

Attest:

Authorized Officer

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF LEHIGH,)

On this 3rd day of December, 1979, before me personally appeared David Adams, IV, to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL 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.

Evelyn S Weeks
Notary Public

My Commission Expires
City of Bethlehem
Lehigh County
October 13, 1982

[Notarial Seal]

My Commission Expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this _____ day of November, 1979, before me personally appeared _____ and _____, who being by me duly sworn, say that they are a _____ and _____ of METROPOLITAN LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

11047-D

AMENDMENT AGREEMENT dated as of November 30, 1979, among SYSTEM FUELS, INC., ("Lessee"), FIRST SECURITY STATE BANK ("Trustee"), BETHLEHEM STEEL CORPORATION ("Builder") and METROPOLITAN LIFE INSURANCE COMPANY ("Assignee").

WHEREAS the Trustee and the Builder have entered into a Conditional Sale Agreement dated as of November 2, 1979 ("CSA");

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of November 2, 1979 ("CSA Assignment");

WHEREAS the CSA and the CSA Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 13, 1979, and were assigned recordation numbers 11047 and 11047-A, respectively;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of November 2, 1979 ("Lease");

WHEREAS the Trustee and the Assignee have entered into an Assignment of Lease and Agreement dated as of November 2, 1979 ("Lease Assignment");

WHEREAS the Lease and the Lease Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 13, 1979, and were assigned recordation numbers 11047-B and 11047-C, respectively; and

WHEREAS the parties hereto desire to amend the CSA and the Lease to clarify the Lessee's Identification Numbers of certain units of Equipment (as defined in the CSA);

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The "Lessee's Identification Numbers (Both Inclusive)" set forth in Annex B to the CSA and Appendix A

to the Lease are hereby amended to read "SFIX 1-593; SFIX 7000-7006" instead of "SFIX 1-600".

2. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid amendment to the CSA and the Lease as though originally set forth therein.

3. The Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of § 18 of the Lease.

4. Except as amended hereby, the CSA, the Lease, the CSA Assignment and the Lease Assignment shall remain unaltered and in full force and effect.

5. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by and construed in accordance with the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

6. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

SYSTEM FUELS, INC.,

by _____

[Corporate Seal]

Attest:

FIRST SECURITY STATE BANK,
not in its individual capa-
city, but solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

BETHLEHEM STEEL CORPORATION,

by

Vice President

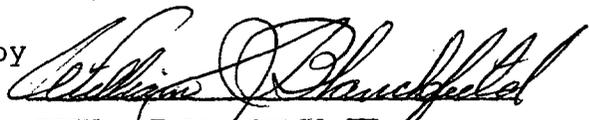
[Corporate Seal]

Attest:

Assistant Secretary

METROPOLITAN LIFE INSURANCE
COMPANY,

by



William J. Blanchfield Vice-President

by

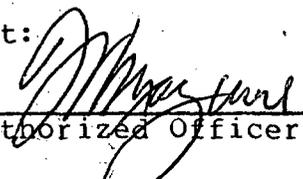


THOMAS B. BURCH

Vice-President-Investment Counsel

[Corporate Seal]

Attest:



Authorized Officer

E. V. MAGUIRE Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF LEHIGH,)

On this _____ day of November, 1979, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL 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.

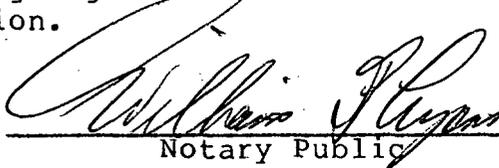
Notary Public

[Notarial Seal]

My Commission Expires _____

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this ^{4th} ~~November~~ ^{December} day of ~~November~~, 1979, before me personally appeared William J. Blanchfield and THOMAS B. BURCH, who being by me duly sworn, say that they are a **Vice-President** and **Vice-President-Investment Counsel** of **METROPOLITAN LIFE INSURANCE COMPANY**, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Notary Public

[Notarial Seal]

My Commission Expires _____

WILLIAM F. LYONS
NOTARY PUBLIC, State of New York
No. 41-2441150 Qual. in Queens Co.
Certificate filed in New York County
Commission Expires March 30, 1981