

MAR 27 1979 -4

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1

TO

CONDITIONAL SALE AGREEMENT

Dated: December 29, 1976

This Amendment No. 1 made and entered into the 23 day of MARCH, 1979, by and between Emons Leasing Co., Inc., a New Jersey corporation, with offices at 490 East Market Street, York, Pennsylvania 17403 (hereinafter referred to as "Vendor"), and the Maryland and Pennsylvania Railroad Company, a Pennsylvania and Maryland corporation, whose address is 490 East Market Street, York, Pennsylvania 17403 (hereinafter referred to as "Vendee"):

W I T N E S S E T H:

WHEREAS, Vendor and Vendee entered into a Conditional Sale Agreement dated as of the 29th day of December, 1976 (hereinafter referred to as the "Agreement") which Agreement was filed with the Interstate Commerce Commission on February 22, 1977 under Recordation Number 8706-A; and

WHEREAS, under an Agreement and Assignment dated the 17th day of February, 1977, between the Vendor and Farmers First Bank, a state banking association, with offices at 9 East Main Street, Lititz, Pennsylvania 17543 (hereinafter referred to as "Farmers"), which Agreement and Assignment

was recorded with the Interstate Commerce Commission on February 22, 1977 under Recordation Number 8706-B, Vendor assigned its rights under the Agreement to Farmers; and

WHEREAS, the Agreement has been reassigned by Farmers to Vendor; and

WHEREAS, one of the railroad boxcars subject to the Agreement has been destroyed; and

WHEREAS, the Vendor and Vendee are desirous of amending the Agreement to reflect the destruction of such railroad boxcar by removing it from the Agreement,

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants set forth in the Agreement, the Agreement is amended as follows:

1. Exhibit A is amended to read as follows:

EXHIBIT A

56 Fifty-five ton, 40' 6", wood lined boxcars, Class "XF" or "XM" which have been completely rebuilt according to AAR and ICC rules and regulations.

PRESENT MARKINGS

MPA 5525 - 5547 inclusive,
MPA 5549, and
MPA 5600 - 5631 inclusive.

2. Except as amended hereby, all of the terms of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this

Amendment to be executed on the day first above written.

EMONS LEASING CO., INC.

By:

Robert Grossman, President

MARYLAND AND PENNSYLVANIA RAILROAD
COMPANY

By:

Herman Jagers, Pres.

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF YORK)

On this 23rd day of MARCH, 1979, before me personally appeared ROBERT GROSSMAN, to me known, who being by me duly sworn, says that he is the PRESIDENT of Emons Leasing Co., Inc., that the seal affixed to the foregoing instrument is the 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 the Corporation.

[Handwritten Signature]
Notary Public

MY COMMISSION EXPIRES
JANUARY 31, 1981
YORK, YORK COUNTY, PA.

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF YORK)

On this 23rd day of MARCH, 1979, before me personally appeared HERMAN LAZARUS, to me known, who being by me duly sworn, says that he is the PRESIDENT of Maryland and Pennsylvania Railroad Company, that the seal affixed to the foregoing instrument is the 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.

[Handwritten Signature]
Notary Public

MY COMMISSION EXPIRES
JANUARY 31, 1981
YORK, YORK COUNTY, PA.