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November 2, 1978

WILLIAM A. GRIMES (1904-1977)
J. NICHOLAS SHRIVER, JR. (1913-1977)

J. PAUL BRIGHT, JR.
RANDAL C. COLEMAN
THOMAS D. WASHBURN +
MERLIN H. STARING *
LEWIS C. STRUDWICK
JERVIS SPENCER FINNEY
MANFRED W. LECKSZAS
RICHARD E. HULL *
THOMAS B. EASTMAN
GEORGE T. TYLER
WILLIAM L. BALFOUR
WILLIAM C. TRIMBLE, JR.
WILLIAM A. SNYDER, JR. +
RICHARD R. JACKSON, JR.
FRANK H. WELLER, JR.
MARK L. BISHOP
DONALD C. GREENMAN
JOHN T. WARD +
KIERON F. QUINN +
JERALD J. OPPEL +
JOHN H. WEST, III +
ROBERT V. BARTON, JR. +
ALAN J. MOGOL

8-307A123

No.
Date NOV 3 1978
Fee \$20.10

ICC Washington, D. C.

Secretary of the Interstate
Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

ATTENTION: Mildred Lee
Room 1227

Dear Sir:

Enclosed herewith for filing in your office pursuant to Section 20c of the Interstate Commerce Act, are five (5) executed counterparts of each of the following:

1. Amendment to Equipment Trust Agreement dated as October 24, 1978, between Heleasco Two, Inc., as Trustor, and The Fidelity Bank, as Trustee, amending that certain Equipment Trust Agreement dated as of July 18, 1978, between Trustor and Trustee, previously filed in your office on August 3, 1978, at 9:25 A.M., Recordation No. 9620-A; and

2. Amendment to Lease of Railroad Equipment dated as of October 24, 1978, between The Fidelity Bank, as Trustee, Lessor, and Consolidated Rail Corporation, Lessee, amending that certain Lease of Railroad Equipment dated as of July 18, 1978, between Lessor and Lessee, previously filed in your office on August 3, 1978, at 9:25 A.M., Recordation No. 9620-B.

Also enclosed is a check in the amount of \$20.00 for the recordation fee.

The names and addresses of the parties to the

LEONARD C. HOMER +
JOHN A. WOLF
THOMAS W. COONS +
JOHN C. BALDWIN
K. HOUSTON MATNEY
WARRYN B. DALY, JR.
GEOFFREY S. TOBIAS
CHARLES F. MACKELVIE ++
WALTER A. HAMMOND
MICHAEL H. DAVIS
M. HAMILTON WHITMAN, JR.
MICHAEL L. QUINN
FRANK GREGOR FRAME
ROBERT B. KERSHAW
PAMELA J. WHITE
JOHN M. KINSEY

* ADMITTED IN DISTRICT OF COLUMBIA ONLY
+ ADMITTED IN MARYLAND AND DISTRICT OF COLUMBIA
++ ADMITTED IN ILLINOIS AND IOWA ONLY

COUNSEL
FRANK B. OBER
ROBERT W. WILLIAMS
J. RIEMAN MCINTOSH

RECORDATION NO. 9620 Filed 1423

NOV 3 1978 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9620 Filed 1423

NOV 3 1978 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
NOV 3 3 04 PM '78

Conveyed to Robert K. Camer...

Secretary of the Interstate
Commerce Commission
November 2, 1978
Page Two

foregoing documents are as follows:

Trustee and The Fidelity Bank
Lessor: Broad and Walnut Streets
 Philadelphia, Pennsylvania 19109

 Attention: Corporate Trust
 Department

Trustor: Heleasco Two, Inc.
 1200 Philadelphia Pike
 Claymont, Delaware 19073

 Attention: President

Lessee: Consolidated Rail Corporation
 1310 Six Penn Center Plaza
 Philadelphia, Pennsylvania 19104

 Attention: Vice President
 and Treasurer

The equipment covered by the Agreements consists of two hundred twenty-seven (227) tri-level enclosed auto racks, bearing Consolidated Rail Corporation's Identifying Numbers CR4501 through 4727 inclusive. Such equipment also bears the following legend:

"Auto Rack Owned By A Bank Or Trust Company Under A Security Agreement Filed Under Section 20c Of The Interstate Commerce Act And Article 9 Of The Pennsylvania Uniform Commercial Code and Leased Under A Lease Deposited Under Section 86 Of The Railway Act Of Canada."

on both sides of each auto rack.

Kindly return to the bearer three (3) counterparts of each of the Agreements.

Sincerely yours,


K. Houston Matney

KHM:mlm

ENC.

AMENDMENT TO
LEASE OF RAILROAD
EQUIPMENT

RECORDATION NO. 9670-10 Filed 1425

NOV 3 1978 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Dated as of October 24, 1978

between

THE FIDELITY BANK, as Trustee

Lessor

and

CONSOLIDATED RAIL CORPORATION

Lessee

227 Tri-level Enclosed
Auto Racks

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 20c of the Interstate Commerce Act on November
__, 1978, at ____ .M., Recordation No. _____.

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

THIS AMENDMENT TO LEASE OF RAILROAD EQUIPMENT (the "Amendment") dated as of October 24, 1978, between CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("Lessee"), and THE FIDELITY BANK, as Trustee ("Lessor") under an Equipment Trust Agreement dated as of July 18, 1978 as amended ("Trust Agreement") with HELEASCO TWO, INC. as Trustor ("Trustor").

W I T N E S S E T H:

WHEREAS, the Lessor and the Lessee have heretofore entered into a Lease of Railroad Equipment dated as of July 18, 1978 (the "Lease"), providing for the lease by the Lessor of certain equipment to the Lessee on the terms and conditions contained therein;

WHEREAS, the parties to the Trust Agreement and the parties hereto have determined that it is necessary to amend the Lease, pursuant to Section 18 thereof, in certain particulars, as hereinafter set forth; and

WHEREAS, the Trustee has received the written request of a Majority in Interest of Participants (as defined in the Trust Agreement), as required by the provisions of Section 11.01 of the Trust Agreement, directing it to enter into this Amendment.

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions hereinafter contained, the Lessor and the Lessee do hereby agree as follows:

1. Section 2 of said Lease is hereby amended by deleting the final paragraph contained therein and, in lieu thereof, the following paragraph is hereby substituted:

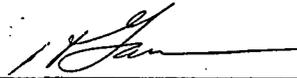
"In no event will the Lessee accept deliveries after November 26, 1978 unless otherwise agreed by the Lessor with the consent of the Trustor and the Loan Participants. Upon delivery and acceptance of the final Item of Equipment to be leased hereunder, or November 26, 1978 unless otherwise agreed as provided in this paragraph (whichever first occurs), the Lessee shall provide written notice to the Lessor designating the first day of the calendar month next succeeding the date of such notice as the Final Closing Date."

Other than as expressly modified herein, the terms and conditions of said Lease are unchanged and are hereby ratified and confirmed by the parties hereto.

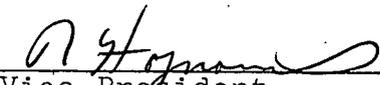
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Lease of Railroad Equipment to be executed under seal as of the date first above written.

ATTEST:

THE FIDELITY BANK,
as trustee
Lessor



[SEAL] ASST SECRETARY

By: 

Asst - Vice President

ATTEST:

CONSOLIDATED RAIL
CORPORATION,
Lessee



Asst. Secretary

[SEAL]

By: 

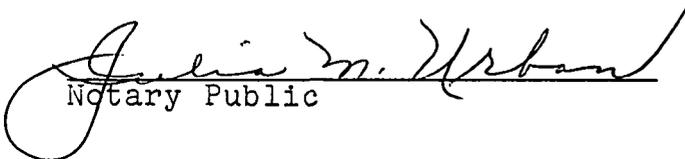
Asst. Treas. Txs. & Bkg.

The above referenced Lease and this Amendment thereto and all lease rentals and certain other payments derived therefrom are

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF PHILADELPHIA)

On this 1st day of November, 1978, before me personally appeared Baxter D. Wellmon, to me personally known, who, being by me duly sworn, says that he is a Assistant Treasurer of CONSOLIDATED RAIL CORPORATION, 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.

My Commission Expires:


Notary Public

JULIA M. URBAN

Notary Public, Philadelphia, Philadelphia Co.

My Commission Expires May 19, 1979