

GOODWIN, PROCTER & HOAR
COUNSELLORS AT LAW

28 STATE STREET FEB 24

BOSTON, MASS. 02109

AREA CODE 617 523-5700

CABLE ADDRESS GOODPROCT, BOSTON

TELEX 94-0640

February 18, 1976

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JOSEPH L. COTTER
DONALD P. QUINN
WILBUR M. JAQUITH
GEORGE W. BUTTERWORTH III

POCKET

I.C.C.
FEE OPERATION

RECORDATION NO. 6041-^B Filed & Recorded
FEB 24 1976 - 3 25 PM
INTERSTATE
COMMERCE COMMISSION
RECEIVED

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
12th and Constitution Avenues
Washington, DC 20423

ADMINISTRATIVE SERVICES
MAIL BRANCH

No. 6-0554055
FEB 24 1976
Date.....
Fee \$.....

Gentlemen:

ICC Washington, D. C.

Please refer to (1) Conditional Sale Agreement dated as of October 15, 1968 among Lease Financing Corporation, New England Merchants Financial Corporation and Penn Central Company, filed with your office on December 27, 1968, recordation No. 6041; (2) Lease of Railroad Equipment dated as of October 15, 1968 between New England Merchants Financial Corporation and Penn Central Company, also filed with your office on December 27, 1968, recordation No. 6042; and (3) Letter of the undersigned dated August 27, 1973 informing your office of the February 16, 1973 change of corporate name of New England Merchants Financial Corporation to New England Merchants Leasing Corporation, together with the copies enclosed with that letter of Massachusetts Articles of Amendment effecting that change of corporate name, certified by the Secretary of the Commonwealth of Massachusetts.

Manual Change
Effective February 11, 1976, the name of this corporation was once again changed, this time from New England Merchants Leasing Corporation to NEMB Leasing Corporation. I am enclosing two (2) copies of the Massachusetts Articles of Amendment effecting this change of corporate name, certified by the Secretary of the Commonwealth of Massachusetts, in accordance with what I understand to be your office practices. I am submitting this letter in triplicate together with the two (2) certified copies of the Articles of Amendment evidencing the change of corporate name and a check for the

GOODWIN, PROCTER & HOAR

Mr. Robert L. Oswald
Page Two
February 18, 1976

fifteen dollar (\$15) filing fee, in order that the change of corporate name may be properly reflected in your office.

Please acknowledge receipt of this letter, of the enclosed certified Articles of Amendment and of the fifteen dollar (\$15) filing fee by appropriate notation on the third copy of this letter, and return the same to me in the self-addressed, stamped envelope enclosed for the purpose.

Sincerely,



Robert B. Fraser

RBF/cm
Enclosures



The Commonwealth of Massachusetts
Office of the Secretary
State House, Boston 02133

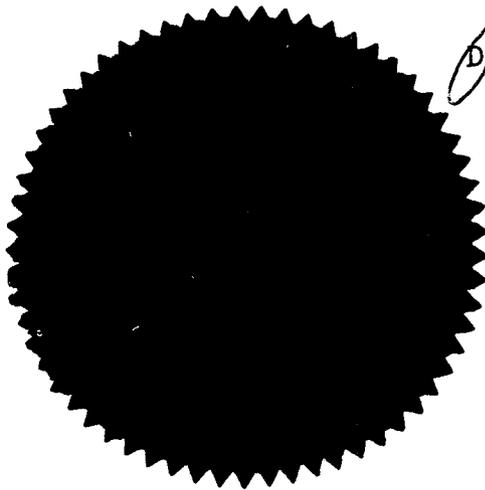
Paul Guzzi
Secretary of the Commonwealth

FEB 18 1976

A true Copy Witnessed under the Great
Seal of the Commonwealth of Massachusetts.

Paul Guzzi
Secretary of the Commonwealth.

James Hoyle
Deputy Secretary.



The Commonwealth of Massachusetts

PAUL GUZZI

Secretary of the Commonwealth

STATE HOUSE, BOSTON, MASS.

02133

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Eugene F. McCulloch, Jr., President/Vice President, and
Leo R. Chausse, ~~Clerk~~ Assistant Clerk of

New England Merchants Leasing Corporation

(Name of Corporation)

located at 15 State Street, Boston, Massachusetts

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted ~~at a meeting held on~~ February 11, 1976, by vote of

610 shares of common stock out of 610 shares outstanding,
(Class of Stock)

shares of _____ out of _____ shares outstanding, and
(Class of Stock)

shares of _____ out of _____ shares outstanding,
(Class of Stock)

being at least a majority of each class outstanding and entitled to vote thereon:¹

CROSS OUT

~~two thirds of each class outstanding and entitled to vote thereon and~~

INAPPLICABLE

~~two thirds of each class outstanding and entitled to vote thereon and~~

CLAUSE

~~thereby~~

To amend the Articles of Organization of this corporation to change its name to NEMB Leasing Corporation.

¹For amendments adopted pursuant to Chapter 156B, Section 70.

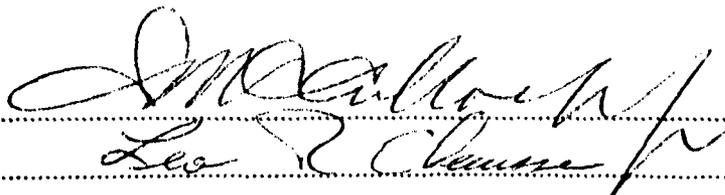
²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

11th day of February, in the year 19 76 .



..... President ~~or~~ President ~~or~~

..... ~~Clerk~~ Assistant Clerk

28922

RECEIVED

FEB 11 1976

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ *500.00*
having been paid, said articles are deemed to have
been filed with me this *11th*
day of *December*, 19 *76*.

Paul Guzzi

PAUL GUZZI

~~SECRETARY OF THE COMMONWEALTH~~
Secretary of the Commonwealth
State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

..... Robert B. Fraser, Esq.
..... Goodwin, Procter & Hoar
..... 28 State Street
..... Boston, Mass. 02109
.....

Copy Mailed

FEB 18 1976

JUN - 9 1969 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED
JUN 9 10 27 AM '69
I. C. C.
FEE OPERATION BR.

AGREEMENT dated as of May 15, 1969, among LEASE FINANCING CORPORATION, a Pennsylvania corporation (hereinafter called Lease Financing), NEW ENGLAND MERCHANTS FINANCIAL CORPORATION, a Massachusetts corporation (hereinafter called New England), PENN CENTRAL COMPANY, a Pennsylvania corporation (hereinafter called Penn Central) and THE FIDELITY BANK (hereinafter called the Bank), as Agent.

WHEREAS Lease Financing, New England and Penn Central have entered into a Conditional Sale Agreement dated as of October 15, 1968 (hereinafter called the Conditional Sale Agreement), providing for the purchase and sale of units of railroad equipment described therein (hereinafter called the Equipment);

WHEREAS New England and Penn Central have entered into a Lease of Railroad Equipment dated as of October 15, 1968 (hereinafter called the Lease), concerning the Equipment; and

WHEREAS Lease Financing has assigned its right, title and interest in and to the Conditional Sale Agreement and the Equipment to the Bank pursuant to an Agreement and Assignment dated as of October 15, 1968 (hereinafter called the Assignment).

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Road Numbers of the 11 1200 h.p. Electric Metroliner Coaches with an estimated base price per unit of \$408,523.07 as listed in Annex A to the Conditional Sale Agreement and in Schedule A to the Lease shall be deleted and in their place inserted the following Road Numbers:

800 through 805, 807, 808, 810, 820 and 821.

2. New England will promptly cause this Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended hereby the Conditional Sale Agreement and the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

LEASE FINANCING CORPORATION,

by

J. Charles Yemeth
President

Attest:

Daly Aowers
Assistant Secretary.



NEW ENGLAND MERCHANTS FINANCIAL CORPORATION,

by John K. Beeten
Vice President.

[Corporate Seal]

Attest:

Richard L. Harlow
Asst. Clerk.

PENN CENTRAL COMPANY,

by W. Foden
Assistant Vice President--
Corporate

[Corporate Seal]

Attest:-

J. Brittingham
Assistant Secretary.

THE FIDELITY BANK, as Agent,

by J. J. ...
Assistant Vice President.

[Corporate Seal]

Attest:

...
Assistant Secretary.

COMMONWEALTH OF MASSACHUSETTS,)
) ss.:
COUNTY OF SUFFOLK,)

On this 21st day of May 1969, before me personally appeared JOHN K. BEETEN, to me personally known, who, being by me duly sworn, says that he is a Vice President of NEW ENGLAND MERCHANTS FINANCIAL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of the 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.



Notary Public

[Notarial Seal]

My Commission expires

Nov. 29, 1969

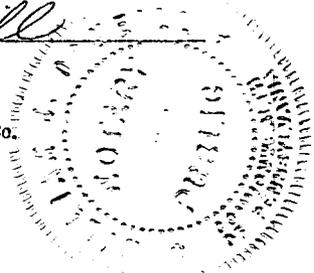
COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF PHILADELPHIA,)

On this ^{4th} day of ~~May~~ ^{JUNE} 1969 before me personally appeared R. W. Loder, to me personally known, who, being by me duly sworn, says that he is the Assistant Vice President--Corporate of PENN CENTRAL COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the 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.

[Notarial Seal]

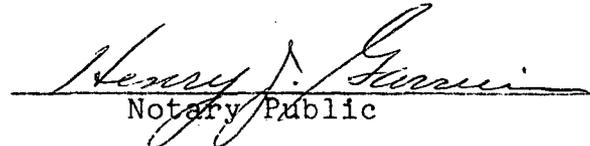
My Commission expires


Notary Public
WILLIAM J. O'NEILL
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires June 26, 1972



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

On this 28th day of May 1969, before me personally appeared J. F. MCGONNELL, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of THE FIDELITY BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of the 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.


Notary Public

Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires February 21, 1972

[Notarial Seal]

My Commission expires