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7-227A106

AUG 15 1977
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CC Washington, D. C.

LONG ISLAND OFFICE
55 NORTHERN BOULEVARD
GREAT NECK, NEW YORK 11021
(516) 466-5800
(212) 895-7171

August 12, 1977

RECORDED
AUG 15 1977
8810-A
03
FILED

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Recordation of Amendment to Mortgage
Delaware and Hudson Railway Company, Mortgagor
RKO General, Inc., Mortgagee

Honorable Sir:

We are enclosing herewith an original and two counterparts of Amendment No. 1 to the December 29, 1976 Agreement between RKO General, Inc. ("RKO"), 1440 Broadway, New York, N. Y. 10018 and Delaware and Hudson Railway Company (the "Company"), Albany, New York 12207. The two counterparts of the original Amendment are complete copies of the original in all respects, including the dates, signatures and acknowledgments.

We hereby request that the two counterparts of the Amendment be recorded in your office.

Under the terms of the Amendment, the Company conveyed to RKO security interests in and to two Alco 2,000 H.P. Four Motor Locomotives, Serial Numbers 84728 and 84727, and Locomotive Road Numbers 206 and 205, respectively. Each locomotive also has the following identifying mark located on each side thereof, written in letters not less than one inch in height:

Delaware and Hudson Railway Company, Owner
RKO General, Inc., Mortgagee.

Also enclosed herewith is a check in the amount of \$10., payable to "Interstate Commerce Commission" to cover the cost of filing.

Tashlik & Salomon

August 12, 1977

-2-

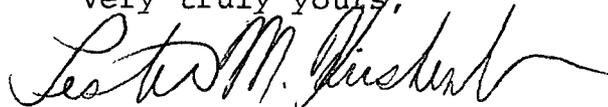
Secretary
Interstate Commerce Commission

The undersigned is associated with the firm of Tashlik & Salomon, counsel to RKO and I have personal knowledge of the matters set forth herein.

Please return the original of the Amendment to the undersigned upon the filing of the counterparts.

Thank you for your prompt attention to this matter.

Very truly yours,



Lester M. Kirshenbaum

LMK:snm

Enclosures

cc - Mr. Henry Sabatell

Interstate Commerce Commission
Washington, D.C. 20423

8/22/77

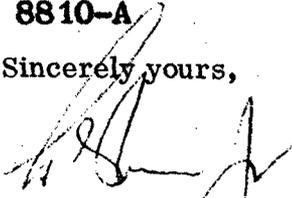
OFFICE OF THE SECRETARY

Lester M. Kirshenbaum
Tashlik & Salomon
110 East 59th Street
New York, N.Y. 10022

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **8/15/77** at **3:10pm** and assigned recordation number(s) **8810-A**

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

Amendment No. 1, dated as of May 16, 1977, to Lease of Railroad Equipment, dated as of December 29, 1976 (the "Lease"), between RKO General, Inc. (the "Lessor") and Delaware and Hudson Railway Company (the "Lessee").

8810-A

MAY 16 1977

The parties agree as follows:

Section 1. Addition of Locomotive. There is hereby added to the Lease the following used Alco 2000 HP, Four Motor Locomotives;

<u>ALCO SERIAL NUMBER</u>	<u>LOCOMOTIVE ROAD NUMBER</u>
84728	206
84727	205

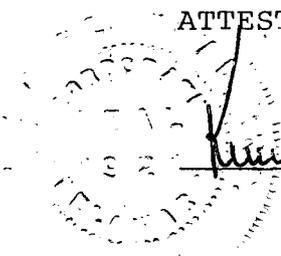
Section 2. Application of Lease. All of the terms and conditions of the Lease shall apply to the Locomotives as if such Locomotives had originally been included in such lease, except that the Lessee shall prepare the Locomotives for service at its own cost and expense.

Section 3. Recording of Amendment. This Amendment shall be recorded by the Lessor as required and at the expense of the Lessee. Simultaneously with the execution of this Amendment, the Lessee is delivering its check to the order of Tashlik & Salomon, counsel to the Lessor, for \$10 for the filing fees of the Interstate Commerce Commission.

Section 4. Miscellaneous. This Amendment contains the entire agreement of the parties hereto and may not be modified or amended except by an instrument in writing. This Amendment shall be construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due corporate authority, have caused this Lease to be executed in their respective corporate names by their respective duly authorized representatives as of the date first above written.

ATTEST:


Kimberly R. Krause
Secretary

RKO GENERAL, INC.

By

Henry P. Schatell

ATTEST:


A. T. Murray
Secretary

DELAWARE & HUDSON RAILWAY COMPANY

By

W. Keely

