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AMENDMENT NO. 1 RECORDED NO. \_\_\_\_\_ Filed & Recorded

JAN 28 1974 - 12 00 PM

to

EQUIPMENT LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1, dated as of December 15, 1973, between Mellon National Leasing Corporation, a Pennsylvania corporation (the "Lessor") and The Pittsburgh & Shawmut Railroad Company, a Pennsylvania corporation (the "Lessee"):

WHEREAS, Lessor and Lessee have entered into an Equipment Lease Agreement, dated as of September 15, 1973 (the "Lease"), with respect to the lease by Lessor to Lessee of Two Hundred (200) 100-Ton open coal hopper cars to bear the Lessee's road Nos. 300-499; and

WHEREAS, Lessor and Lessee desire to amend certain provisions of the Lease;

NOW, THEREFORE, in consideration of the premises and intending to be legally bound, Lessor and Lessee hereby agree as follows:

1. Amendment of Lease. The Lease is hereby amended as follows:

a. The first sentence of Section 2 of the Lease is amended to read as follows:

"The lease term shall commence on December 15, 1973 and shall end on December 15, 1985."

b. Clause (iii) of Section 3 of the Lease is amended to read in its entirety as follows:

"(iii) and thereafter in forty-seven (47) consecutive installments of \$87,136.80 each, commencing on March 15, 1974 and continuing thereafter on each June 15, September 15, December 15 and March 15 through the term of this Lease."

c. Exhibit I to the Lease is amended by changing the clauses "dated as of June 20, 1973" and "dated as of September 15, 1973" to read "dated as of June 20, 1973 as amended," and "dated as of September 15, 1973, as amended," respectively.



COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF ALLEGHENY )

SS:

On this 27<sup>th</sup> day of December, 1973 before me appeared Henry B. Weaver, to me personally known, who, being by me duly sworn, says that he is President of Mellon National Leasing 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 contained in its By-Laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marilyn R. Malingowski  
Notary Public

(Notarial Seal)

MARILYN R. MALINGOWSKI, Notary Public  
Pittsburgh, Allegheny County, Pa.  
My Commission Expires 12/31/76

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF ARMSTRONG )

SS:

On this 17th day of December, 1973 before me personally appeared W. R. Weaver, to me personally known, who, being by me duly sworn, says that he is President of The Pittsburgh & Shawmut Railroad 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.

Rose Marie Montgomery  
Notary Public

(Notarial Seal)

Notary Public, Kittanning, Armstrong County  
My Commission Expires May 13, 1976