

RECORDATION NO. 5953-A Filed 142b

DEC 23 1981 -10 50 AM
INTERSTATE COMMERCE COMMISSION

EXECUTED IN 9 COUNTERPARTS
OF WHICH THIS IS NO. 9

FIRST AMENDMENT

Dated as of September 1, 1981

Between

BANKERS TRUST COMPANY, as Trustee

and

THE BALTIMORE AND OHIO RAILROAD COMPANY

SUPPLEMENTING

LEASE OF RAILROAD EQUIPMENT

Dated as of January 15, 1971

FIRST AMENDMENT dated as of September 1, 1981, between BANKERS TRUST COMPANY, as Trustee under a Trust Agreement dated as of January 15, 1971 (hereinafter called the Trustee), and THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation (hereinafter called B&O).

W I T N E S S E T H :

WHEREAS, the Trustee, as lessor, entered into a certain Lease of Railroad Equipment dated as of January 15, 1971 (hereinafter called the Lease), with B&O, as lessee, covering, among other items, 75 bay type cabooses, as set forth in Schedule A thereto (hereinafter called the Cabooses); and

WHEREAS, B&O now desires to effect a change of identifying road numbers of the 75 Cabooses, as permitted in Section 4 of the Lease and in compliance with the provisions thereof, and the Trustee hereby consents thereto:

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

(1) Schedule A to the Lease is hereby amended by changing the road numbers of the 75 Cabooses as follows:

OLD NUMBERS (Series)

NEW NUMBERS (Series)

C-3700 - C-3774
(both inclusive)

903700 - 903774
(both inclusive)

(2) B&O at its expense will promptly cause this First Amendment to be filed with the Interstate Commerce Commission.

(3) Except as amended and supplemented hereby, the Lease shall remain unaltered and in full force and effect.

* * * * *

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

[Corporate Seal]

Attest: BANKERS TRUST COMPANY, as Trustee

J. Anderson By J. Frank
(Title) Assistant Secretary (Title) VICE PRESIDENT

[Corporate Seal]

Attest: THE BALTIMORE AND OHIO RAILROAD COMPANY

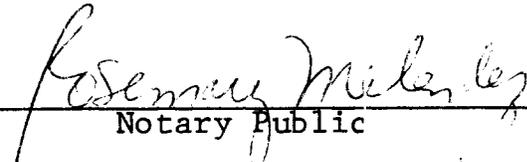
William Kennedy By H. C. Smith
Secretary Assistant Vice President
and Treasurer

APPROVED AS TO FORM

Louis Peters
ATTORNEY

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 14th day of DECEMBER, 1981, before me personally appeared **T. J. MOSKIE**, to me personally known who, being by me duly sworn, says that he is VICE PRESIDENT of BANKERS TRUST COMPANY; 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.



Notary Public

[Notarial Seal]

My Commission Expires: 2/21/82

ROSEMARY MELENDEZ
Notary Public, State of New York
No. 280297
Qualified in Westchester County
Certified in New York County
Commission Expires March 30, 1982

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 30TH day of NOVEMBER, 1981, before me personally appeared L. C. ROIG, JR., to me personally known who, being by me duly sworn, says that he is Assistant Vice President and Treasurer of THE BALTIMORE AND OHIO RAILROAD COMPANY; 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.



CLARA MASUGA
Notary Public
Cuyahoga County, Ohio
My Commission Expires
April 21, 1984

[Notarial Seal]