

RECORDATION NO. 10817-E
FORM 142B

OCT 14 1980 -2 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

DATED AS OF AUGUST 1, 1979

TO

LEASE OF RAILROAD EQUIPMENT

Between

MAINE CENTRAL RAILROAD COMPANY,

as Lessee,

and

THE CONNECTICUT BANK AND TRUST COMPANY,
not in its individual capacity but solely as
Trustee under a Trust Agreement dated the date
hereof with General Electric Credit Corporation,

as Lessor.

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT dated as of August 1, 1979, between MAINE CENTRAL RAILROAD COMPANY, a Maine corporation (the "Lessee"), and THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, acting not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement dated as of the date hereof (the "Trust Agreement") with GENERAL ELECTRIC CREDIT CORPORATION (the "Owner").

WHEREAS the Lessee and the Trustee have entered into a Lease of Railroad Equipment in original counterpart copies dated as of August 1, 1979 (the "Lease");

WHEREAS one original counterpart copy of the Lease and two duplicate copies of such original counterpart copy were filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Interstate Commerce Act on September 14, 1979, at 3:30 P.M., recordation no. 10817-B;

WHEREAS such recorded original counterpart copy of the Lease and the two duplicate copies thereof contained an incomplete appendix which the Lessee and the Trustee desire to correct;

NOW, THEREFORE, in consideration of the premises, the Lessee and the Trustee do hereby correct the original counterpart copy of the Lease and the two duplicate copies thereof recorded with the Interstate Commerce Commission on September 14, 1979, at 3:30 P.M., recordation no. 10817-B, to conform to the correct original counterpart copies of the Lease as follows:

Pages L 36-38 of such original counterpart copy of the Lease and the two duplicate copies thereof, comprising Appendix B to Lease, are hereby restated in their entirety in form attached hereto as Exhibit "A" and incorporated hereby by this reference.

In all other respects such original counterpart copy of the Lease and the two duplicate copies thereof are confirmed as complete and correct copies of the Lease in full force and effect.

This Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract.

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

MAINE CENTRAL RAILROAD COMPANY

By John F. Smith
President

[Corporate Seal]

Attest:

Stanley W. Watson
Authorized Officer

THE CONNECTICUT BANK AND TRUST COMPANY
as Trustee, as aforesaid,

By _____
Authorized Officer

[Seal]

Attest:

Authorized Officer

This Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract.

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

MAINE CENTRAL RAILROAD COMPANY

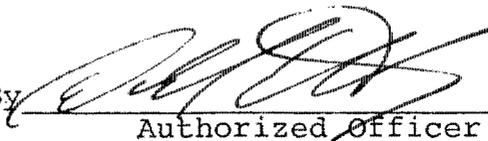
By _____
President

[Corporate Seal]

Attest:

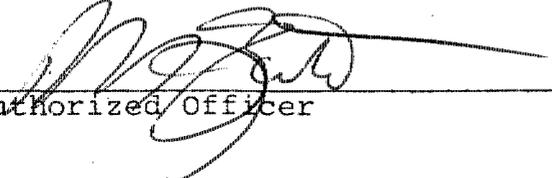
Authorized Officer

THE CONNECTICUT BANK AND TRUST COMPANY
as Trustee, as aforesaid,

By  _____
Authorized Officer

[Seal]

Attest:



Authorized Officer

STATE OF MAINE)
) ss:
COUNTY OF CUMBERLAND)

On this 31st day of November, 1979, before me personally appeared John F. Gerity, to me personally known, who, being by me duly sworn, says that he is the President of MAINE CENTRAL 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.

Scott W. Seally
Notary Public

[Notarial Seal]

My Commission expires
September 21, 1985.

STATE OF CONNECTICUT)
) ss:
COUNTY OF HARTFORD)

On this ___ day of _____, 1979, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND 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
_____, 19__.

STATE OF MAINE)
) ss:
COUNTY OF CUMBERLAND)

On this ___ day of _____, 1979, before me personally appeared John F. Gerity, to me personally known, who, being by me duly sworn, says that he is the President of MAINE CENTRAL 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.

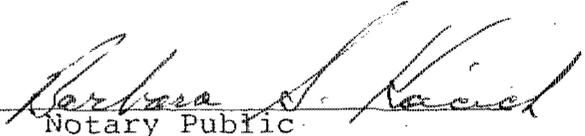
Notary Public

[Notarial Seal]

My Commission expires
_____, 19__.

STATE OF CONNECTICUT)
) ss:
COUNTY OF HARTFORD)

On this 26th day of December, 1979, before me personally appeared Donald E. Smith, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND 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
_____, 19__.

BARBARA S. KACICH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

EXHIBIT A

APPENDIX B TO LEASE

Casualty Values

<u>Casualty Payment Dates</u>	<u>Percentage of Purchase Price*</u>
January 1, 1980	102.50
April 1, 1980	102.66
July 1, 1980	102.72
October 1, 1980	102.88
January 1, 1981	103.07
April 1, 1981	103.63
July 1, 1981	104.09
October 1, 1981	104.52
January 1, 1982	104.90
April 1, 1982	105.24
July 1, 1982	105.53
October 1, 1982	105.78
January 1, 1983	105.98
April 1, 1983	99.51
July 1, 1983	99.62
October 1, 1983	99.69
January 1, 1984	99.72
April 1, 1984	99.71
July 1, 1984	99.65
October 1, 1984	99.56
January 1, 1985	99.43
April 1, 1985	92.63
July 1, 1985	92.42
October 1, 1985	92.17
January 1, 1986	91.88
April 1, 1986	91.56
July 1, 1986	91.21
October 1, 1986	90.82
January 1, 1987	90.39
April 1, 1987	83.31
July 1, 1987	82.82
October 1, 1987	82.30
January 1, 1988	81.75
April 1, 1988	81.17
July 1, 1988	80.57
October 1, 1988	79.94
January 1, 1989	79.30
April 1, 1989	78.64
July 1, 1989	77.47
October 1, 1989	77.28

* As defined in the CSA

Casualty Payment Dates

Percentage of
Purchase Price*

January 1, 1990	76.57
April 1, 1990	75.84
July 1, 1990	75.10
October 1, 1990	74.33
January 1, 1991	73.55
April 1, 1991	72.76
July 1, 1991	71.94
October 1, 1991	71.11
January 1, 1992	70.27
April 1, 1992	69.41
July 1, 1992	68.54
October 1, 1992	67.66
January 1, 1993	66.77
April 1, 1993	65.86
July 1, 1993	64.94
October 1, 1993	64.01
January 1, 1994	63.07
April 1, 1994	62.11
July 1, 1994	61.15
October 1, 1994	60.16
January 1, 1995	59.16
April 1, 1995	58.13
July 1, 1995	57.08
October 1, 1995	56.00
January 1, 1996	54.91
April 1, 1996	53.80
July 1, 1996	52.68
October 1, 1996	51.55
January 1, 1997	50.41
April 1, 1997	49.26
July 1, 1997	48.10
October 1, 1997	46.93
January 1, 1998	45.75
April 1, 1998	44.55
July 1, 1998	43.35
October 1, 1998	42.13
January 1, 1999	40.91
April 1, 1999	39.68
July 1, 1999	38.43
October 1, 1999	37.13
January 1, 2000	35.91
April 1, 2000	34.64
July 1, 2000	33.81
October 1, 2000	32.99

Casualty Payment Dates

Percentage of
Purchase Price*

January 1, 2001	32.15
April 1, 2001	31.29
July 1, 2001	30.21
October 1, 2001	29.05
January 1, 2002	27.88
April 1, 2002	26.14
July 1, 2002	24.90
October 1, 2002	23.86
January 1, 2003	22.86
April 1, 2003	21.83
July 1, 2003	20.79
October 1, 2003	19.72