



UPPER MERION & PLYMOUTH RAILROAD COMPANY

P.O. Box 404 • Conshohocken, PA 19428 • (215) 275-2066

August 15, 1983

RECORDATION NO. 13575-D FILE 1388

AUG 19 1983 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

No. 2-231-092

Date AUG 19 1983

Fee \$ 10.00

ICC Washington, D.C.

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of Amendment to Management Agreement and Security Agreement and Exhibits and Appendices and Schedules, a secondary document, dated on or about August 1, 1983.

The primary document to which this is connected is recorded under Recordation Number 13575.

The names and addresses of the parties to the enclosed documents are:

Lessor: Upper Merion & Plymouth Railroad Company  
Box 404, 23 River Road  
Conshohocken, Pennsylvania 19428

Lessee: Hillsdale County Railway Company, Inc.  
6102 Woodmont Road  
Alexandria, Virginia 22307

A general description of the railroad equipment covered by the enclosed documents is, as follows:

Forty-five (45) rebuilt 50' XM boxcars bearing reporting marks HCRC.

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc. 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

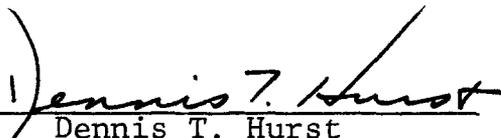
Ms. Agatha L. Mergenovich  
Interstate Commerce Commission  
August 15, 1983  
Page 2

Also enclosed is a remittance in the amount of \$10.00 for  
payment of recordation fees.

I am an officer of Upper Merion & Plymouth Railroad Company,  
and have knowledge of the matters set forth herein.

Very truly yours,

Upper Merion & Plymouth Railroad Company

By   
Dennis T. Hurst

rlm

enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

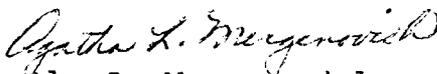
Mrs. Sharon Shumacher  
Funding Systems Railcars, Inc.  
2215 Sanders Road  
Suite-370  
Northbrook, Illinois 60062

August 19, 1983

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/19/83 at 2:30PM, and assigned re-  
recording number(s). 13575-D, & 14099-A

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

STATE OF ILLINOIS )  
COUNTY OF COOK )

RECORDATION NO. 13575-D  
AUG 19 1983 - 3 30 PM  
INTERSTATE COMMERCE COMMISSION

On this 15<sup>th</sup> day of AUGUST, 1983, I hereby certify that I have compared the attached copy of the Amendment to Management Agreement and Schedule between Upper Merion & Plymouth Railroad Company ("lessor") and Hillside County Railroad Company, Inc., ("lessee") dated on or about August 1, 1983 with the original and have found the copy to be complete and identical in all respects to the original document.



[Seal]

Sharon Schumacher  
Notary Public

My commission expires My Commission Expires Jan. 27, 1985

RECORDATION NO. 13575-D  
FILED 1225

AUG 19 1983 3 30 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO MANAGEMENT AGREEMENT AND  
SECURITY AGREEMENT AND EXHIBITS AND  
APPENDICES AND SCHEDULES THERETO BETWEEN  
UPPER MERION & PLYMOUTH RAILROAD COMPANY,  
AS LESSOR, AND HILLSDALE COUNTY RAILWAY  
COMPANY, INC., AS LESSEE, DATED SEPTEMBER  
11, 1979 AND AMENDMENTS TO THESE AGREEMENTS,  
EXHIBITS, APPENDICES AND SCHEDULES DATED  
JUNE 29, 1982 AND DECEMBER 20, 1982

It is desired to have the express written consent of Upper Merion & Plymouth Railroad Company prior to the granting of full or partial car hire relief or reduction from the then applicable levels/rates. In order to accomplish this, it is hereby mutually agreed as follows:

"Hillsdale County Railway Company, Inc. shall not grant full or partial car hire relief or reduce the car hire time charge and/or mileage charge without the express written consent of the Upper Merion & Plymouth Railroad Company."

All other clauses with respect to the Management Agreement, Security Agreement, Exhibits, Appendices, Schedules and Amendments thereto remain in full force and effect.

Accepted and agreed to:

HILLSDALE COUNTY RAILWAY  
COMPANY, INC.

By: *Robert H. Merion*  
Title: President  
Date: August 1, 1983

Attest: *Judith D. Sawyer*  
Title: Corporate Secretary  
Date: August 1, 1983

UPPER MERION & PLYMOUTH  
RAILROAD COMPANY

By: *J. M. Ball*  
Title: Pres. and Gen. Mgr.  
Date: July 27, 1983

Attest: *Elizabeth Hillman*  
Title: V.P. and Controller  
Date: July 27, 1983

STATE OF ILLINOIS :

COUNTY OF COOK :

On this 1<sup>st</sup> day of AUGUST, 1983, before me personally appeared JOHN H. MARINO, to me personally known, who being by me duly sworn, said that he is an authorized officer of Hillsdale County Railway Company, Inc., 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.

Sharon Schumacher  
Notary Public

My Commission Expires Jan. 27, 1985

[Notary Seal]

STATE Illinois )  
 )  
COUNTY OF Cook ) ss.

On this 27th day of July, 1983, before me personally appeared J. N. Ball, to me personally known, who, being by me duly sworn, says that he/she is President and General Manager of Upper Merion & Plymouth 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 proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Carmen Montagano*  
Notary Public

[Notarial Seal]

My commission expires:

My Commission Expires October 20, 1984