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No. 1-169A045
Date JUN 18 1981

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. 11064-F
JUL 18 1981 12:35 PM
INTERSTATE COMMERCE COMMISSION

June 17, 1981

Richmond, Fredericksburg and Potomac Railroad Company
Lease Financing Dated as of January 25, 1980
Amendment Agreement Dated as of March 2, 1981

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Richmond, Fredericksburg and Potomac Railroad Company for filing as an amendment to the filings under recordation number 11064, counterparts of the following document:

Amendment Agreement dated as of March 2, 1981, among McHugh Brothers Heavy Hauling, Inc., Warwick Railway Company and Richmond, Fredericksburg and Potomac Railroad Company.

The names and addresses of the relevant parties to the aforementioned Amendment Agreement are as follows:

(1) Assignee of Sublessee-Subsublessor:

McHugh Brothers Heavy Hauling, Inc.,
P.O. Box 196,
Pennel, Pennsylvania 19047.

RECEIVED
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*Ms Lee -
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*Robert Weeber
Counsellor*

(2) Subsublessee:

Warwick Railway Company,
P.O. Box 1490,
Woonsocket, Rhode Island 02895.

(3) Lessor-Vendee:

Richmond, Fredericksburg and Potomac
Railroad Company,
2134 West Laburnum
Richmond, Virginia 23227.

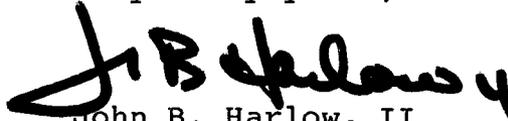
Please file the document referred to in this letter and index it under the names of the Assignee of Sublessee-Subsublessor, Subsublessee and Lessor-Vendee.

The equipment covered by the aforementioned agreement consists of 300 50 ft. XM and XF boxcars, bearing the reporting numbers WRWK 5001-5300 (formerly NHIR 5001-5300), inclusive.

There is also enclosed a check for \$10 payable to the Interstate Commerce Commission, representing the fee for recording the Amendment Agreement.

Please stamp all counterparts of the enclosed documents with your official recording stamp. You will wish to retain one copy of the instruments for your files. It is requested that the remaining counterparts be delivered to the bearer of this letter.

Very truly yours,



John B. Harlow, II
As Agent for
Richmond, Fredericksburg and
Potomac Railroad Company

Agatha L. Mergenovich, Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

28N

Interstate Commerce Commission
Washington, D.C. 20423

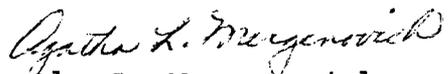
OFFICE OF THE SECRETARY

John B. Harlow II
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N. Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/18/81 at 12:35PM, and assigned re-
recording number(s) - 11064-F, & 11064-G

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

REGISTRATION NO. (AMENDMENT OF WARWICK RAILWAY COMPANY LEASE AGREEMENT DATED JANUARY 25, 1980.)
OCT 14 1981 10:55 AM
INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT made as of March 2, 1981 between McHugh Brothers Heavy Hauling, Inc., a Pennsylvania Corporation whose address is P. O. Box 196, Penndel, Pennsylvania 19047 (hereinafter called "McHugh") and Warwick Railway Company, a Rhode Island Corporation whose address is P. O. Box 1490, Woonsocket, Rhode Island 02895 (hereinafter called "Warwick") and Richmond, Fredericksburg and Potomac Railroad Company, a Virginia Corporation whose address is 2134 West Laburnum, Richmond, Virginia 23227 (hereinafter called "RF&P").

WHEREAS pursuant to Lease Agreement of January 25, 1980 recorded at the Interstate Commerce Commission on January 29, 1980 as document no. 11064-E, McHugh leased to Warwick 300 box cars which now bear Warwick numbers 5001-5300, both inclusive; and

WHEREAS McHugh has requested to be relieved of all future obligation pursuant to the various documents pertaining to the acquisition of said 300 box cars, which are recited in the Lease Agreement of January 25, 1980, and RF&P has agreed to release McHugh, subject to various conditions, as recited in separate agreement also being executed as of March 2, 1981; and

WHEREAS it is necessary that the relationship between the parties be revised to reflect current conditions.

NOW THEREFORE in consideration of the mutual covenants herein contained, the parties do hereby agree as follows:

1. McHugh does hereby assign to RF&P all right, title and interest which McHugh may have in the 300 box cars and to the Lease Agreement with Warwick dated January 25, 1980.

2. McHugh directs Warwick to remit to RF&P all sums which may become due and payable pursuant to said Lease Agreement subsequent to March 2, 1981, and McHugh waives and relinquishes any and all right to any of such monies.

3. Warwick acknowledges the instructions contained in § 1 and agrees to be bound thereby, and acknowledges that it remains obligated by the terms of the Lease Agreement of January 25, 1980 as amended by this Agreement.

4. Warwick and RF&P have agreed that Warwick can only use 200 cars for the future, and Warwick will arrange to return 100 of the cars to RF&P. Selection of said cars, loading or other transportation arrangements, and restenciling to show RF&P designation will be separately arranged, and an appropriate document will be recorded with the Interstate Commerce Commission to indicate the RF&P car numbers or other details as may be required by the Conditional Sale Agreement dated September 1, 1979 filed as document no. 11064.

5. § 6 of the Lease Agreement of January 25, 1980 provides that there will be no charge for the 300 cars while they are on the lines of the Warwick Railway Company or the Providence and Worcester Company, unless used in local service in accordance with § 3B of said Lease Agreement. Should there be any increase or extension of more than one hundred (100) miles to the existing aggregate mileage of the Warwick and P&W, it is agreed that Warwick and P&W should thereafter pay per diem on cars covered by this Lease Agreement while in revenue service on their lines.

6. The parties agree that this document will be recorded with the Interstate Commerce Commission and that they will execute any other documents that may reasonably be necessary.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of March 2, 1981.

McHugh Brothers Heavy Hauling, Inc.

By: James C. McHugh
President

ATTEST:

Robert C. McHugh
Secretary (Seal)

Warwick Railway Company

By: Barbara J. Dreyer
President

ATTEST:

Joseph R. DiStefano
Secretary (Seal)

Richmond, Fredericksburg and Potomac Railroad Company

By: J. J. Newbauer Jr.
Vice President - Administration

ATTEST:

B. a. Wallace
Secretary (Seal)

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF BUCKS

On this 30th day of March, 1981, before me, the undersigned officer, personally appeared James C. McHugh, who acknowledged himself to be the President of McHugh Brothers Heavy Hauling, Inc., a Corporation, and that he as such himself being authorized so to do executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as President.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

EFFIE SHAFFER
Notary Public
P.O. Box 196, Pennel, Bucks County,
Pennsylvania 19047
Commission Expires August 29, 1981

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On this 6th day of April, 1981, before me, the undersigned officer, personally appeared Barbara J. Dreyer, who acknowledged ^{her} ~~him~~ self to be the President of Warwick Railway Company, a Corporation, and that ~~she~~ as such President being authorized so to do executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by ^{her} ~~him~~ self as President.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Marguerite F. Woods
Notary Public
Marguerite F. Woods

My Commission Expires June 30, 1981

COMMONWEALTH OF VIRGINIA
CITY OF RICHMOND

On this 1st day of April, 1981, before me, the undersigned officer, personally appeared J. J. Newbayer, Jr., who acknowledged himself to be the Vice President Administration of Richmond, Fredericksburg and Potomac Railroad Company, a Corporation, and that he as such Vice President Administration being authorized so to do executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as Vice President Administration.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

M. P. Bradley
Notary Public

My Commission Expires
Aug 28, 1982