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LAW OFFICES

ALVORD AND ALVORD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD  
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RICHARD N. BAGENSTOS

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.  
20006

No. 019  
Date AUG 5 1980  
Fee \$ 50.00

OF COUNSEL  
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RECORDATION NO. 12073-A August 4, 1980 ICC Washington, D.C.  
Filed & Recorded

AUG 5 1980 - 10 40 AM

RECORDATION NO. 12073  
Filed & Recorded

AUG 5 1980 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

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

INTERSTATE COMMERCE COMMISSION

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the regulations thereunder are three fully executed copies of 1) a Gondola Car Agreement - Agreement No. 2 dated as of September 7, 1979 and 2) a Supplement and Amendment No. 1 to Philadelphia, Bethlehem & New England Railroad Company Gondola Car Agreement No. 2 dated July 31, 1980.

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

Sixty (60) one hundred ton fifty-two foot six inch railroad gondola freight cars bearing road numbers PBNE 4040 through 4099, inclusive.

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

Lessor: Emons Industries, Inc.  
490 East Market Street  
York, Pennsylvania 17403

Lessee: Philadelphia, Bethlehem & New England  
Railroad Company  
1275 Daly Avenue  
Bethlehem, Pennsylvania 18015

The undersigned is agent for the Lessor for the purpose of recording the enclosed documents and has knowledge of the matters set forth therein.

*C. T. Kappler*  
*Charles T. Kappler*

RECORDED  
AUG 5 10 33 AM '80  
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Agatha L. Mergenovich, Secretary  
August 4, 1980  
Page Two

Please return the counterparts of the enclosed documents not needed for recordation purposes to Charles T. Kappler, Esq., Alvord and Alvord, 200 World Center Building, Washington, D.C. 20006.

Also enclosed is a remittance in the amount of \$50 in payment of the required recordation fees.

Very truly yours,

ALVORD AND ALVORD

By Charles T. Kappler  
Charles T. Kappler

12073-A

RECORDATION NO. .... Filed & Recorded

SUPPLEMENT AND AMENDMENT NO. 1  
TO  
PHILADELPHIA, BETHLEHEM  
&  
NEW ENGLAND RAILROAD COMPANY  
GONDOLA CAR AGREEMENT NO. 2

AUG 5 1980 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT AND AMENDMENT NO. 1, dated July 31, 1980, to GONDOLA CAR AGREEMENT NO. 2, dated September 7, 1979, between EMONS INDUSTRIES, INC., a New York corporation ("Emons"), and PHILADELPHIA, BETHLEHEM & NEW ENGLAND RAILROAD COMPANY, a Pennsylvania corporation (the "Railroad").

Emons and the Railroad have heretofore entered into two Gondola Car Agreements dated September 7, 1979, one of which agreements is entitled "Gondola Car Agreement No. 2"; and

Gondola Car Agreement No. 2 provides for the use by the Railroad, for the term specified in such agreement, of fifty (50) one hundred ton, fifty two foot six inch railroad gondola cars (the "Gondola Cars").

NOW, THEREFORE, Emons and the Railroad agree as follows:

1. Section 1(a) of Gondola Car Agreement No. 2 is hereby amended to read in full as follows:

"(a) Emons agrees to supply to Railroad and Railroad agrees to use sixty (60) specially equipped 52 foot 6 inch railroad gondola cars, rigid underframe, fixed ends, 100 tons with interior lading securement devices, as more fully described in Exhibit A annexed hereto (hereinafter collectively called the "Gondola Cars").

2. The equipment bearing the markings PBNE 4040 through PBNE 4099 shall constitute the sixty (60) Gondola Cars subject to Gondola Car Agreement No. 2.

IN WITNESS WHEREOF, Emons and the Railroad have caused this Supplement and Amendment No. 1 to Gondola Car Agreement No. 2 to be duly sealed and executed as of the day and year first above written.

EMONS INDUSTRIES, INC.

Attest:

[Signature]  
[Corporate Seal]  
Sen.

By: [Signature]  
Title: President

PHILADELPHIA, BETHLEHEM & NEW ENGLAND RAILROAD COMPANY

Attest:

[Signature]  
[Corporate Seal]  
Assistant Secretary

By: [Signature]  
Title: President

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF NORTHAMPTON )

: ss.:

July 30, 1980

On this 30 day of July, 1980, before me personally appeared Thomas H. Semmel, to me personally known, who, being by me duly sworn, says that he is the President of PHILADELPHIA, BETHLEHEM & NEW ENGLAND RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of the By-laws of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donald L. Henn  
Notary Public

My Commission Expires:

DONALD L. HENN, Notary Public  
Bethlehem, Northampton Co., Pa.  
My Commission Expires Feb. 2, 1981

