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10222-A

FUNDING SYSTEMS RAILCARS INC.

ONE THOUSAND RIDC PLAZA • PITTSBURGH, PA. 15238 • (412) 963-9870 • TELEX: 866445 FUNDOSYSTEM

RECORDATION NO. 10222-A Filed & Recorded

Respond To: August 12, 1980

AUG 15 1980 - 1 30 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, DC 20423
ATTENTION: Secretary

No. 0-228A051
Date AUG 15 1980
Fee \$ 10.00
ICC Washington, D. C.

RECEIVED
AUG 15 1 23 PM '80
I.C.C.
FEE OPERATION BR.

Dear Sir:

It is hereby respectfully requested that the following documents be recorded pursuant to the provisions of the Interstate Commerce Act:

(1) Amendment to Security Agreement dated as of July 7, 1980 between Funding Systems Railcars, Inc. as Debtor and Girard Bank as Secured Party (which amends that certain Security Agreement dated as of March 12, 1979 which was originally filed with the Interstate Commerce Commission on March 23, 1979 at Recordation No. 10221;

(2) Amendment to Lease and Management Agreement dated as of July 7, 1980 between Funding Systems Railcars, Inc. and Upper Merion and Plymouth Railroad Company (which amends that certain Lease and Management Agreement dated as of March 12, 1979 which was originally filed with the Interstate Commerce Commission on March 23, 1979 at Recordation No. 10222); and

(3) Sublease and Management Agreement dated as of July 7, 1980 between Upper Merion and Plymouth Railroad Company as lessor and Wisconsin & Southern Railroad Co. as lessee.

General Description of Equipment:

Eighty (80) 50'-6", 70 ton boxcars currently bearing the following road numbers:

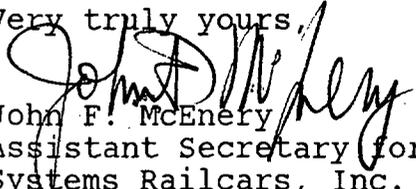
- NSL 151411 - NSL 151445 (inclusive)
- NSL 156085 - NSL 156114 (inclusive)
- NSL 157000 - NSL 157014 (inclusive)

Counterpart of T. Koppeler

some or all of which may be changed to:

WSOR 151411 - WSOR 151445 (inclusive)
WSOR 156085 - WSOR 156114 (inclusive)
WSOR 157000 - WSOR 157014 (inclusive)

Very truly yours,


John F. McEnery
Assistant Secretary for Funding
Systems Railcars, Inc. and
Assistant Secretary for Upper
Merion and Plymouth Railroad
Company

U/M11

AMENDMENT TO LEASE AND MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 7th day of July, 1980 and amends that certain Lease and Management Agreement dated as of the 12th day of March, 1979 (the "Lease Agreement") between FUNDING SYSTEMS RAILCARS, INC. (the "Lessor") and UPPER MERION AND PLYMOUTH RAILROAD COMPANY (the "Lessee").

WHEREAS, the parties hereto are parties to the Lease Agreement which was filed with the Interstate Commerce Commission at Recordation Number 10222 on March 23, 1979; and

WHEREAS, the parties hereto now desire to amend the Lease Agreement as hereinafter provided.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

1. Equipment. The Lease Agreement pertains to certain railroad boxcars (the "Equipment") more fully described on Schedule A to the Lease Agreement, bearing the following equipment numbers:

- NSL 151411 - NSL 151445 (inclusive)
- NSL 156085 - NSL 156114 (inclusive)
- NSL 157000 - NSL 157014 (inclusive)

The parties hereto agree that the Lessee may change the equipment numbers on the Equipment and that the Lease Agreement and Schedule A thereto are hereby amended to include not only the Equipment bearing the numbers referred to above, but also the Equipment which may, from time to time, bear the following numbers:

WSOR 151411 - WSOR 151445 (inclusive)
WSOR 156085 - WSOR 156114 (inclusive)
WSOR 157000 - WSOR 157014 (inclusive)

2. Termination. The parties hereto agree that the Lessee shall have the right, from time to time, to terminate that certain Sublease and Management Agreement dated as of March 12, 1979 between Lessee as Sublessor and National Railway Utilization Corporation ("NRUC") as manager (the "NRUC Agreement") as to any and all of the Equipment and to release and discharge NRUC from any and all of its obligations thereunder, provided however, that any item of Equipment, as to which the NRUC Agreement is to be terminated, must simultaneously be accepted by Wisconsin & Southern Railroad Co. ("W&SR") pursuant to that certain Sublease and Management Agreement dated as of July 7, 1980 between Lessee and W&SR (the "W&SR Sublease").

3. Additional Documents. The Lessee hereby agrees to execute and deliver to the Lessor such additional documentation as the Lessor may reasonably request in order to complete the transactions contemplated by this Amendment.

4. Further Modifications. Except as expressly set forth herein, the Lease Agreement shall remain in full force and effect, unamended and unmodified.

5. Assignment. The Lessee hereby assigns, transfers and sets over to the Lessor, its successors and assigns, all of Lessee's right, title and interest in and to the W&SR Sublease including any and all sums due and payable thereunder.

STATE OF PENNSYLVANIA)
)SS:
COUNTY OF ALLEGHENY)

On this 9th day of July, 1980, before me, personally appeared John F. McEnery to me personally known, who being by me duly sworn, says that he is attorney-in-fact of Funding Systems Railcars, 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.

Patricia L. Hines
Notary Public

(SEAL)

PATRICIA L. HINES, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 6, 1980
Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA)
)SS:
COUNTY OF ALLEGHENY)

On this 9th day of July, 1980, before me, personally appeared John F. McEnery to me personally known, who being by me duly sworn, says that he is attorney-in-fact of Upper Merion and 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 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.

Patricia L. Hines
Notary Public

(SEAL)

PATRICIA L. HINES, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 6, 1980
Member, Pennsylvania Association of Notaries