

CONRAIL

2-312A071

No. **NOV 8 1982**
Date
Fee \$ **10.00**
ICC Washington, D. C.

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I.C.C. DIVISION

November 4, 1982

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

RECORDATION NO. **8261-P**
Filed 1425

NOV -8 1982 -12 45 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Enclosed are an original and three counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

This document is Supplemental Agreement, a secondary document dated October 1, 1982. The primary document to which this is connected, a Lease originally filed with the ICC under Recordation Number 5510, was conveyed to Consolidated Rail Corporation by a document filed with the ICC under Recordation Number 8261. The secondary document covers Equipment including 40 60-foot, 100-ton Class XL box cars with rolling bearings, numbered 220840-220879, inclusive.

The names and addresses of the parties to the documents are as follows:

Consolidated Rail Corporation, as
successor to Penn Central Transportation
Company
1138 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

C.I.T. Corporation
650 Madison Avenue
New York, New York 10022.

Ms. Agatha Mergenovich
November 4, 1982

Page 2

A fee of \$10 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to

John F. Fansmith, Jr., Esq.
Consolidated Rail Corporation
Law Department
1138 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104.

Sincerely,

A handwritten signature in dark ink, appearing to read "John F. Fansmith, Jr.", written in a cursive style.

John F. Fansmith, Jr., Esq.
Senior General Attorney

Encs.: \$10 check, 4 signed agreements

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

John F. Fansmith, Jr. Esq.
Consolidated Rail Corporation
Law Dept.-1138 Six Penn Entr.Plaza
Philadelphia, PA. 19104

November 8, 1982

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 11/8/82 at 12:45PM, and assigned re-
recording number(s). 8261-P

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SUPPLEMENTAL AGREEMENT dated October 1
between C.I.T. CORPORATION (hereinafter called the Lessor),
herein through its agent C.I.T. LEASING CORPORATION, and CONSOLIDATED
RAIL CORPORATION, successor to the rights of PENN CENTRAL TRANSPORT
TION. COMPANY (hereinafter called the Lessee).

RECORDED FOR
NOV 9 1982
8:12 AM
8261-1
INTERSTATE COMMERCE COMMISSION
FILE 1120
4:43 PM

WHEREAS the Lessor and the Lessee have entered into a Lease
of Railroad Equipment, dated as of December 1, 1969 (hereinafter
called the Lease), pursuant to which the railroad equipment described
in Annex A to the Lease has been or will be leased by the Lessor to
the Lessee;

WHEREAS the Lease was recorded with the Interstate Commerce
Commission in accordance with Section 20c of the Interstate Commerce
Act on December 19, 1969, and was assigned Recordation No. 5510.

WHEREAS the Lessor and Lessee have entered into a Lease
Modification Agreement dated as of March 26, 1970 (hereinafter called
the Modification Agreement), which Modification Agreement amended the
Lease;

WHEREAS the Modification Agreement was recorded with the
Interstate Commerce Commission in accordance with Section 20c of the
Interstate Commerce Act on April 6, 1970, and assigned Recordation
No. 5510-A;

WHEREAS the parties hereto now desire to amend the Lease
and the Modification Agreement in certain respects;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

1. Section 9 of the Lease is hereby amended by adding the following paragraph:

The Lessee at its own expense may from time to time remove and dispose of the interior bulkheads of the box cars during the term of this Lease provided that such interior bulkheads may be readily removed without causing material damage to the box cars. ~~Lessee agrees that if the bulkheads are removed, that the associated rails and hangers will be removed and the car will be in a condition to accept a full capacity Class A XM load.~~



2. The Lessee will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended hereby, the Lease, Modification Agreement and all other amendments, if any, shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by duly authorized officers, and

their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

C.I.T. CORPORATION,

By C.I.T. LEASING CORPORATION
as Agent,

By *[Signature]*
Title V.P.

[Corporate Seal]

Attest:

[Signature]
Assistant Secretary

CONSOLIDATED RAIL CORPORATION

By *[Signature]*
Title ASSISTANT TREASURER-FINANCING

[Corporate Seal]

Attest:

[Signature]
I. D. MCGEEHAN
Assistant Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,

On this 1 day of October, 1982, before me personally appeared Nikita Zdanow, to me personally known, who, being by me duly sworn, says that he is a Vice President of C.I.T. LEASING CORPORATION, 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.

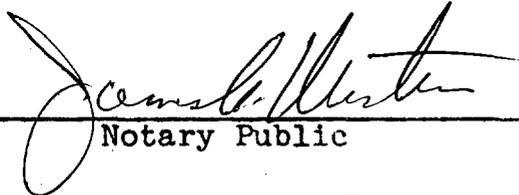
Robert La Grotta
Notary Public

[Notarial Seal]

My commission expires _____
ROBERT LA GROTTA
Notary Public, State of New York
No. 41-4725159
Qualified in Queens County
Commission Expires March 30, 1984

STATE OF PENNSYLVANIA }
COUNTY OF PHILADELPHIA } ss.:

On this 20th day of OCTOBER, 1982, before me personally appeared J. A. WARNER, to me personally known, who, being by me duly sworn, says that he is the ASST. TREASURER (Title) of CONSOLIDATED RAIL CORPORATION, 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

JAMES A. WINTERS
Notary Public, Phila., Phila. Co.
My Commission Expires Sept. 12, 1983

[Notarial Seal]

My commission expires 9-12-83