



UPPER MERION & PLYMOUTH RAILROAD COMPANY

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

REGISTRATION NO. 13575-B
JAN 26 1983 - 11 05 AM
INTERSTATE COMMERCE COMMISSION

JAN 26 10 55 AM '83

FEE OPERATION BR. No.

January 20, 1983

3-026A028

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

Date
Fee \$ 10.00

ICC Washington, D. C.

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 the Amendment to Management Agreement and Security Agreement, a secondary document, under a Management Agreement and Security Agreement both dated September 11, 1979.

The primary documents to which this is connected are 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.

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 Co. and have knowledge of the matters set forth herein.

Very truly yours,

Upper Merion & Plymouth Railroad Company

By Dennis T. Hurst
Dennis T. Hurst

DTH/sb

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

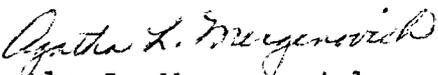
Ms. Sharon Schumacher
Funding Systems Railcars, Inc.
2215 Sanders Road, Suite 370
Northbrook, Illinois 60062

January 26, 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 1/26/82 at 11:05AM , and assigned re-
recording number(s) .13575-B

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure (s)

RECORDATION NO. 13575-B
FILED 1428

JAN 26 1983 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

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to: JS - RH - SS - Jek - (CB - JAB - SB)
J. R. Rouben

SB
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AMENDMENT TO MANAGEMENT AGREEMENT AND SECURITY AGREEMENT
AND SCHEDULES THERETO BETWEEN
UPPER MERION AND PLYMOUTH RAILROAD COMPANY AS LESSOR, AND
HILLSDALE COUNTY RAILWAY COMPANY, INC., AS LESSEE
DATED SEPTEMBER 11, 1979

It is desired to withdraw fifty-five (55) boxcars from the present one hundred (100) boxcars covered by the above agreements, which will leave a new total of forty-five (45) boxcars under these agreements and schedules. In order to accomplish this, it is hereby mutually agreed as follows:

Where reference is made in any of the above agreements and schedules to Items of Equipment, the number "45" shall be substituted in lieu of any other number designating the number of items of equipment.

Equipment Schedule No. 1 is amended to read as follows:

1. "Description of Equipment" is amended to read "forty-five (45) rebuilt 50' XM boxcars".
2. "Reporting Numbers and Marks": "HCRC 1047, 1048, 1049, 1050, 1053, 1059, 1062 through 1100, inclusive".

Schedule A to the Security Agreement, dated September 11, 1979, between Upper Merion and Plymouth Railroad Company ("Secured Party") and Hillsdale County Railway Company, Inc. ("Debtor") is amended to read as follows:

1. "Description of Equipment" is amended to read "forty-five (45) rebuilt 50' XM boxcars".
2. "Reporting Numbers and Marks": "HCRC 1047, 1048, 1049, 1050, 1053, 1059, 1062 through 1100, inclusive".

All other provisions with respect to the Lease Agreement, Security Agreement and Schedules thereto remain in full force and effect.

Upper Merion and Plymouth Railroad reserves the right to place an additional fifty-five (55) boxcars with Hillsdale County Railway at a future date to bring the full complement of boxcars pursuant to these agreements and schedules up to one hundred (100) boxcars.

Please indicate your acceptance of this agreement by signing the enclosed copies of this letter agreement and returning a copy to our attention.

Accepted and Agreed to:

HILLSDALE COUNTY RAILWAY, INC.

UPPER MERION & PLYMOUTH RAILROAD CO.

BY: *W. G. Lamb*
TITLE: *V. P. & Gen. Mgr.*
DATE: *12-20-82*

BY: *J. M. Ball*
TITLE: *President*
DATE: *Dec 17, 1982*

ATTEST: *Victoria J. VanUkrah*
TITLE: *Manager Revenue Accts*
DATE: *Dec 20, 1982*

ATTEST: *Joseph J. Hallman*
TITLE: *Vice President Controller*
DATE: *Dec. 17, 1982*

STATE OF ILLINOIS :
 :
COUNTY OF COOK :

On this 17th day of DECEMBER, 1982, before me personally appeared J. N. BALL, to me personally known, who being by me duly sworn, says that he is an authorized officer 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 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.



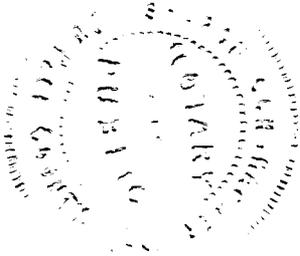
[Notary Seal]

Sharon Schumacher
Notary Public

My Commission Expires Jan. 27, 1985

STATE OF ILLINOIS :
:
COUNTY OF COOK :

On this 20th day of JANUARY, 1983, I hereby certify that I have compared the attached copy of the Amendment to Management and Maintenance Agreement between Upper Merion & Plymouth Railroad Co. and Hillsdale County Railway Company, Inc., dated December 17, 1982 with the original and have found the copy to be complete and identical in all respects to the original document.



Sharon Schumacher

Notary Public

My Commission Expires Jan. 27, 1985

[Notary Seal]

STATE OF ILLINOIS :
 :
COUNTY OF COOK :

On this 17th day of DECEMBER, 1982, before me personally appeared W.G. GANBLE, to me personally known, who being by me duly sworn, says 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]