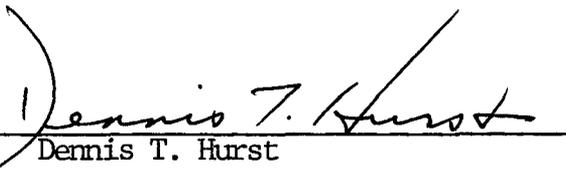




Mr. James H. Bayne  
Interstate Commerce Commission  
August 14, 1984  
Page 2

I am an officer of Upper Merion and Plymouth Railroad Company and have knowledge of the matters set forth herein.

Very truly yours,

By   
Dennis T. Hurst

DTH:pb  
encl.

VIA: Certified Mail

Interstate Commerce Commission  
Washington, D.C. 20423

8/17/84

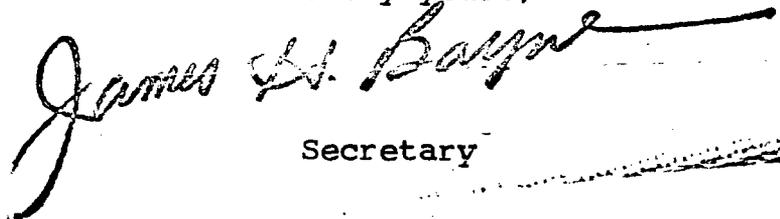
OFFICE OF THE SECRETARY

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

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 8/17/84 at 3:05pm and assigned re-  
recording number(s) - 14022-A, 14099-F, 14192-D, 14193-C & 14238-F

Sincerely yours,

  
Secretary

Enclosure(s)

STATE OF ILLINOIS )  
                          )  
COUNTY OF DUPAGE )

RECORDATION NO. 1452-A Filed 1428

AUG 17 1984 - 8 52 PM

INTERSTATE COMMERCE COMMISSION

On this 14th day of AUGUST, 1984, I hereby certify that I have compared the attached copy of the Amendment to Utilization Agreement and Schedule between Upper Merion and Plymouth Railroad Company and Providence and Worcester Railroad Company dated July 31, 1984 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:

My Commission Expires Jan. 27, 1985

AMENDMENT TO UTILIZATION AGREEMENT  
AND SCHEDULE THERETO BETWEEN  
UPPER MERION AND PLYMOUTH RAILROAD COMPANY AS LESSOR, AND  
PROVIDENCE AND WORCESTER RAILROAD COMPANY AS LESSEE  
DATED APRIL 28, 1983

RECORDATION NO. 14022-A Filed 1983

AUG 17 1984 3 52 PM

INTERSTATE COMMERCE COMMISSION

It is desired to withdraw three (3) open top hopper railcars from the present six (6) open top hopper railcars covered by the above agreements and schedules which will leave a new total of three (3) open top hoppers 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 "3" shall be substituted in lieu of any other number designating the number of items of equipment.

Lease schedule No. 1 is amended to read as follows:

1. "DESCRIPTION OF EQUIPMENT":

"Three (3) 3570 Cubic feet capacity, 100 ton capacity, triple pocket, open top hopper railcars with gravity gates."

2. "REPORTING NUMBERS AND MARKS":

"UMP 6503 to be PW 6503  
UMP 6507 to be PW 6507  
UMP 6466 to be PW 6466"

All other terms, conditions and covenants with respect to the captioned utilization agreement and schedule thereto remain in full force and effect.

Accepted and Agreed to  
Providence & Worcester Railroad Co.

By: Barbara J. Meyer  
Title: Treasurer  
Date: 7/27/84

Attest: Jack F. Cough  
Title: Supt. of Traffic  
Date: 7-27-84

UPPER MERION AND PLYMOUTH RAILROAD CO.

By: J. M. Bell  
Title: PRESIDENT  
Date: 7/31/84

Attest: Robert J. Blankenbiller  
Title: DIRECTOR FLEET MAINTENANCE  
Date: 7/31/84

STATE Pennsylvania )  
COUNTY OF Montgomery )

ss.

On this 31st day of July, 1984, before me personally appeared J. N. Ball, to me personally known, who, being by me duly sworn, says that he/she is President of Upper Merion & Plymouth Railroad Company, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Ann Tuturice  
Notary Public

(Notarial Seal)

My commission expires:  
MARY ANN TUTURICE, Notary Public  
Upper Merion Twp., Montgomery Co., Pa.  
My Commission Expires September 24, 1984