

SEP 15 1981 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

FUNDING SYSTEMS RAILCARS, INC.  
 1000 RIDC Plaza  
 Pittsburgh, PA 15238

June 27, 1980

American National Bank and  
 Trust Company of Chicago  
 33 North LaSalle Street  
 Chicago, IL 60690

Re: Lease and Management Agreement, dated as of  
 March 11, 1980

Gentlemen:

Reference is made to Lease and Management Agreement, dated March 11, 1980, between Funding Systems Railcars, Inc. as Lessor and Upper Merion and Plymouth Railroad Company, as Lessee, and the Description of Equipment (Schedule A) attached thereto, which was recorded at the Interstate Commerce Commission, on March 21, 1980; Recordation Number 11594.

The Description of Equipment (Schedule A) is attached and amended as follows, but only insofar as the Equipment is leased under the above-captioned Lease and Management Agreement:

<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Total Rebuilding Costs</u>	<u>Total Acquisition and Rebuilding Costs</u>
65	UMP 1250 - UMP 1286 UMP 1322 - UMP 1349	\$1,852,435	\$2,235,927

Accordingly, line 4 of Section 2 is hereby amended as follows:

The amount \$1,020 is deleted and \$663 is substituted in lieu thereof and the sum of

\$102,000 is deleted and \$66,300 is substituted in lieu thereof.

Very truly yours,

FUNDING SYSTEMS RAILCARS, INC.

ATTEST:

*Oruel F. Decker*

By

*John F. Mcenery*  
Name: JOHN F. McENERY  
Title: ATTORNEY-IN-FACT

Agreed and Accepted as of the date first above written:

AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO

By

*Jonathan P. Hecht*  
Name: JONATHAN P. HECHT  
Title: VICE PRESIDENT

UPPER MERION AND PLYMOUTH RAILROAD COMPANY

By

*John F. Mcenery*  
Name: JOHN F. McENERY  
Title: ATTORNEY-IN-FACT

ATTEST:

*Oruel F. Decker*

F/DD6

STATE OF PA )  
 ) SS:  
COUNTY OF ALLEGHENY )

On this 9th day of JULY, 1980, before me, personally appeared JOHN E. McENERY to me personally known, who being by me duly sworn, says that he is a 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

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

(SEAL)

STATE OF Illinois )  
 ) SS:  
COUNTY OF Cook )

On this 27th day of June, 1980, before me, personally appeared Donald P. Hecht to me personally known, who being by me duly sworn, says that he is a Vice President of American National Bank and Trust Company of Chicago 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.

Marilyn Lichota  
Notary Public



STATE OF )  
COUNTY OF )

On this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ 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.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My Commission expires:

STATE OF Pa. )  
COUNTY OF Allegheny ) SS:

On this 9th day of July, 1980, before me personally appeared John J. Neese, to me personally known, who being by me duly sworn says that he is the Attorney-in-fact 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.

Patricia L. Hines  
\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My Commission expires:

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