

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663
WUD 125547
WUI 620976

CABLE ADDRESSES

CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E.C. 2

RECORDATION P.O. 11661-F Filed 1425

OCT 27 1980 - 11 22 AM

INTERSTATE COMMERCE COMMISSION

0-3014023

No.

Date OCT 27 1980

Fee \$ 10.00

ICC Washington, D. C.

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STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER

October 22, 1980

The Chesapeake and Ohio Railway Company
Reconstruction and Conditional Sale Financing
Dated as of March 1, 1980

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, enclosed for filing and recordation on behalf of The Chesapeake and Ohio Railway Company are counterparts of an Amendment Agreement No. 2 dated as of September 1, 1980, between The Chesapeake and Ohio Railway Company, Mercantile-Safe Deposit and Trust Company, as Agent, and The Connecticut Bank and Trust Company, as Trustee, amending the following documents:

(a) a Reconstruction and Conditional Sale Agreement dated as of March 1, 1980, between Mercantile-Safe Deposit and Trust Company, as Agent, The Chesapeake and Ohio Railway Company and The Connecticut Bank and Trust Company, as Trustee, filed under Recordation No. 11661 on April 9, 1980;

(b) a Transfer Agreement dated as of March 1, 1980, between The Connecticut Bank and Trust Company, as Trustee, and Mercantile-Safe Deposit and Trust Company, as Agent, filed under Recordation No. 11661-A on April 9, 1980;

File in 11661-F

FILED
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11661-F
Concord
John E. Beerbower

(c) a Lease of Railroad Equipment dated as of March 1, 1980, between The Chesapeake and Ohio Railway Company and The Connecticut Bank and Trust Company, as Trustee, filed under Recordation No. 11661-B on April 9, 1980; and

(d) a Hulk Purchase Agreement dated as of March 1, 1980, between The Connecticut Bank and Trust Company, as Trustee, and The Chesapeake and Ohio Railway Company, filed under Recordation No. 11661-D on April 9, 1980.

The addresses of the parties to the above documents are:

The Chesapeake and Ohio Railway Company
100 North Charles Street
Baltimore, Maryland 21201

Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

The Connecticut Bank and Trust Company
One Constitution Plaza
Hartford, Connecticut 06115.

Please file and record the Amendment Agreement and index it under the names of the above parties.

The Equipment covered by the Amendment Agreement is described in Schedule A hereto.

Enclosed also is our check in the amount of \$10 for the required recordation fee. Please stamp all copies of the enclosed document with your recordation number, retain one copy for your files and return the remaining copies to me.

Thank you for your assistance.

Sincerely,



Jacqueline B. Goodyear
As Agent for The Chesapeake and
Ohio Railroad Company

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

Encl.

ZZ

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

RAILROAD ROAD NUMBERS

SCHEDULE A

50' 50-TON BOX CARS

CO23069	CO23251	CO28061	CO28261	CO28590	CO28820
23076	23266	28089	28293	28592	28869
23086	23273	28128	28295	28603	28912
23092	23275	28133	28297	28630	28968
23153	23287	28138	28315	28655	28979
23164	23298	28140	28327	28693	
23217	23303	28168	28339	28716	
23222	23322	28179	28358	28728	
23239	23324	28202	28464	28755	
23245	27768	28214	28540	28776	
23249	27961	28216	28543	28783	

SCHEDULE B

60-TON OPEN TOP HOPPER CARS

CO336002	CO336093	CO336159	CO336246	CO336479	CO336618
336003	336096	336162	336260	336483	336631
336007	336097	336163	336280	336486	336633
336014	336098	336164	336293	336487	336634
336027	336102	336173	336294	336495	336646
336030	336104	336179	336302	336522	336650
336033	336119	336191	336314	336527	336657
336050	336128	336192	336316	336543	336661
336051	336129	336197	336327	336552	336666
336055	336131	336203	336331	336567	336668
336062	336144	336205	336336	336594	336680
336073	336148	336210	336337	336597	336699
336074	336149	336225	336340	336599	336707
336087	336155	336227	336351	336604	336732
336091	336157	336230	336394	336607	
336092	336158	336231	336470	336615	

SCHEDULE C

70-TON OPEN TOP HOPPER CARS

CO103026	CO103650	CO110670	CO112225	CO150493	CO151063
103053	103700	110687	112293	150578	151085
103094	103741	110729	112436	150580	151141
103096	103827	110730	150017	150593	151163
103126	103829	110754	150027	150602	151190
103149	103867	110770	150037	150611	151191
103185	103894	110839	150053	150616	151193
103232	103965	110850	150072	150626	151208
103254	103994	110896	150087	150632	151237
103257	110105	110908	150094	150658	151242
103259	110118	110990	150098	150667	151245
103272	110149	111022	150105	150721	151324
103294	110204	111084	150112	150777	151337
103318	110206	111109	150130	150804	151363
103350	110230	111141	150301	150868	151375
103408	110240	111217	150308	150937	151382
103436	110457	111269	150330	150952	151435
103440	110495	111319	150331	150958	151696
103477	110533	111368	150358	150971	151760
103501	110542	111445	150369	150977	151859
103513	110565	111466	150380	150991	151924
103551	110600	111529	150382	151003	
103585	110611	111706	150394	151027	
103594	110663	111765	150420	151046	
BO10000	BO10801	BO11312	BO11931	BO12232	BO12531
10226	10809	11314	11938	12256	12566
10284	10864	11395	11939	12260	12579
10299	10963	11425	11981	12267	12618
10311	10981	11431	11991	12288	12627
10381	10997	11462	12005	12320	12632
10424	11079	11473	12006	12354	12664
10437	11092	11535	12010	12397	12673
10461	11103	11587	12020	12426	12677
10514	11131	11672	12041	12461	12782
10517	11153	11690	12058	12476	12812
10551	11168	11707	12126	12489	12859
10589	11189	11752	12141	12498	12867
10592	11215	11755	12186	12504	12874
10642	11255	11832	12188	12515	12880
10680	11297	11918	12222	12517	12896

SCHEDULE C (continued)

BO12899	BO13414	BO13796	BO14212	BO14527	BO14832
12944	13461	13812	14215	14528	14845
12992	13497	13828	14237	14562	14884
12995	13522	13852	14256	14564	14934
13021	13528	13886	14295	14599	14936
13051	13534	13974	14299	14602	14948
13087	13538	14014	14324	14625	14964
13100	13548	14045	14342	14641	15001
13170	13557	14056	14405	14656	15005
13245	13560	14100	14409	14657	15026
13253	13590	14141	14428	14682	15037
13319	13616	14151	14454	14686	15132
13333	13659	14155	14469	14718	15166
13343	13670	14176	14472	14748	15189
13372	13724	14182	14494	14766	15207
13373	13743	14184	14500	14821	15245
WM70002	WM70253	WM70578	WM71056	WM71373	WM80229
70020	70266	70657	71066	71383	80236
70040	70276	70682	71073	71421	80238
70046	70278	70701	71088	71423	80252
70062	70310	70719	71101	71427	80278
70069	70330	70735	71117	71450	80283
70077	70363	70745	71120	71454	80284
70083	70378	70778	71121	71469	80299
70097	70391	70802	71129	71472	80317
70111	70395	70803	71142	72018	80321
70122	70397	70833	71150	72039	80337
70139	70409	70846	71152	72130	80393
70144	70435	70929	71182	72132	80409
70149	70440	70933	71241	72135	80419
70169	70479	70942	71254	72140	80420
70193	70496	70955	71278	72233	80421
70204	70516	70961	71295	72296	80429
70209	70525	70966	71326	80027	80431
70210	70545	70982	71327	80088	80447
70228	70560	70986	71339	80095	80462
70245	70569	71054	71371	80159	80471

SCHEDULE D

80-TON OPEN TOP HOPPER CARS

CO152164	CO152372	CO153020	CO153426	CO153647	CO154919
152206	152448	153051	153427	153890	155855
152207	152886	153269	153515	154191	
152288	152893	153350	153609	154591	
BO152095	BO152504	BO153056	BO153526	BO154112	BO155470
152108	152667	153105	153572	154417	155521
152227	152672	153146	153614	154463	155703
152326	152713	153176	153769	154884	155706
152328	152722	153261	153834	154986	155718
152349	152788	153274	153905	155004	155776
152441	152871	153424	154043	155031	155792
152450	152885	153479	154063	155387	

SCHEDULE E

30-TON STEEL CUPOLA CABOOSSES

CO90235	CO90252	CO90267	CO90318	CO90323	CO90338
90242	90254	90295	90321	90332	

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Jacqueline B. Goodyear
Cravath, Saine & Moore
One Chase Manhattan Plaza
New York, N. Y. 10005

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 10/27/80 at 11:25AM , and assigned re-
recording number(s). 11661-F

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11661-F
OCT 27 1980
OCT 27 1980-11 23 AM
INTERSTATE COMMERCE COMMISSION
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 2 dated as of September 1, 1980, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 1, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and J. P. MORGAN INTERFUNDING CORP. (the "Owners").

[CS&M Ref. 2043-981]

The Agent, the Builder and the Lessor have entered into a Reconstruction and Conditional Sale Agreement dated as of March 1, 1980 (the "RCSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661.

The Lessor and the Agent have entered into a Transfer Agreement dated as of March 1, 1980 (the "Transfer Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-A.

The Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of March 1, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-B.

The Lessor and the Lessee have entered into a Hulk Purchase Agreement dated as of March 1, 1980 (the "Hulk Purchase Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-D.

The parties hereto have agreed to amend the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to include only the units of equipment which were sold to the Lessor, reconstructed by the Builder and leased to the Lessee, all in accordance with the terms of such documents. Accordingly, the parties hereto hereby agree as follows:

1. Schedule A to the RCSA is hereby deleted and Item 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Item 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and Item 3 hereto is hereby substituted therefor.

4. Annex I to the Hulk Purchase Agreement is hereby deleted and Item 4 hereto is hereby substituted therefor.

5. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

6. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement shall remain in full force and effect. Any reference to such documents in such documents or in any document contemplated thereby shall mean such documents as amended hereby.

7. This Amendment Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

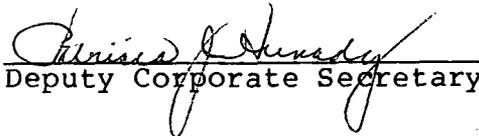
THE CHESAPEAKE AND OHIO
RAILWAY COMPANY,

by


Assistant Vice President
and Treasurer

[Corporate Seal]

Attest:


Deputy Corporate Secretary

APPROVED AS TO FORM


ASSISTANT GENERAL ATTORNEY

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

THE CONNECTICUT BANK AND
TRUST COMPANY,
not in its individual capacity
but solely as Trustee,

by

[Corporate Seal]

Attest:

STATE OF OHIO,)
) ss.:
COUNTY OF CUYAHOGA,)

On this 13TH day of October, 1980, before me personally appeared L. C. Roig, Jr., to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia 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.

[Notarial Seal]
My Commission expires

Clara Masuga

Notary Public
CLARA MASUGA, Notary Public
State of Ohio - Cuyahoga County
~~My~~ Commission Expires April 21, 1984

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this day of October, 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking 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.

[Notarial Seal]
My Commission expires

Notary Public

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this day of October, 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking 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

[Notarial Seal]

My Commission expires

Consent of Owners

The Owners hereby consent to the foregoing Amendment Agreement and hereby authorize the Lessor to execute and deliver said Amendment Agreement.

GENERAL ELECTRIC CREDIT
CORPORATION,

by

J. P. MORGAN INTERFUNDING CORP.,

by

Item 1 to Amendment Agreement

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

SCHEDULE A

Specifications of the Equipment

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Estimated Hulk Purchase Price Per Unit</u>	<u>Estimated Base Reconstruction Cost Per Unit</u>	<u>Estimated Total Hulk Purchase Price and Reconstruction Cost Per Unit</u>
60	XL	50' 50-Ton Box Cars	Schedule A	\$5,669	\$7,130	\$12,799
94	HM	60-Ton Open Top Hopper Cars	Schedule B	2,156	7,784	9,940
459	HT	70-Ton Open Top Hopper Cars	Schedule C	4,167	8,106	12,273
69	HT	80-Ton Open Top Hopper Cars	Schedule D	4,472	7,363	11,835
11	—	30-Ton Steel Cupola Cabooses	Schedule E	5,000	20,381	25,381
<u>693</u>						

* See attached Schedules.

Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

Item 4 to Amendment Agreement

HULK PURCHASE AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Hulk Purchase Price Per Unit</u>
60	50' 50-Ton Box Cars	Schedule A	\$5,669
94	60-Ton Open Top Hopper Cars	Schedule B	2,156
459	70-Ton Open Top Hopper Cars	Schedule C	4,167
69	80-Ton Open Top Hopper Cars	Schedule D	4,472
11	30-Ton Steel Cupola Cabooses	Schedule E	5,000

* See attached Schedules.

RAILROAD ROAD NUMBERS

SCHEDULE A

50' 50-TON BOX CARS

CO23069	CO23251	CO28061	CO28261	CO28590	CO28820
23076	23266	28089	28293	28592	28869
23086	23273	28128	28295	28603	28912
23092	23275	28133	28297	28630	28968
23153	23287	28138	28315	28655	28979
23164	23298	28140	28327	28693	
23217	23303	28168	28339	28716	
23222	23322	28179	28358	28728	
23239	23324	28202	28464	28755	
23245	27768	28214	28540	28776	
23249	27961	28216	28543	28783	

SCHEDULE B

60-TON OPEN TOP HOPPER CARS

CO336002	CO336093	CO336159	CO336246	CO336479	CO336618
336003	336096	336162	336260	336483	336631
336007	336097	336163	336280	336486	336633
336014	336098	336164	336293	336487	336634
336027	336102	336173	336294	336495	336646
336030	336104	336179	336302	336522	336650
336033	336119	336191	336314	336527	336657
336050	336128	336192	336316	336543	336661
336051	336129	336197	336327	336552	336666
336055	336131	336203	336331	336567	336668
336062	336144	336205	336336	336594	336680
336073	336148	336210	336337	336597	336699
336074	336149	336225	336340	336599	336707
336087	336155	336227	336351	336604	336732
336091	336157	336230	336394	336607	
336092	336158	336231	336470	336615	

SCHEDULE C

70-TON OPEN TOP HOPPER CARS

CO103026	CO103650	CO110670	CO112225	CO150493	CO151063
103053	103700	110687	112293	150578	151085
103094	103741	110729	112436	150580	151141
103096	103827	110730	150017	150593	151163
103126	103829	110754	150027	150602	151190
103149	103867	110770	150037	150611	151191
103185	103894	110839	150053	150616	151193
103232	103965	110850	150072	150626	151208
103254	103994	110896	150087	150632	151237
103257	110105	110908	150094	150658	151242
103259	110118	110990	150098	150667	151245
103272	110149	111022	150105	150721	151324
103294	110204	111084	150112	150777	151337
103318	110206	111109	150130	150804	151363
103350	110230	111141	150301	150868	151375
103408	110240	111217	150308	150937	151382
103436	110457	111269	150330	150952	151435
103440	110495	111319	150331	150958	151696
103477	110533	111368	150358	150971	151760
103501	110542	111445	150369	150977	151859
103513	110565	111466	150380	150991	151924
103551	110600	111529	150382	151003	
103585	110611	111706	150394	151027	
103594	110663	111765	150420	151046	
BO10000	BO10801	BO11312	BO11931	BO12232	BO12531
10226	10809	11314	11938	12256	12566
10284	10864	11395	11939	12260	12579
10299	10963	11425	11981	12267	12618
10311	10981	11431	11991	12288	12627
10381	10997	11462	12005	12320	12632
10424	11079	11473	12006	12354	12664
10437	11092	11535	12010	12397	12673
10461	11103	11587	12020	12426	12677
10514	11131	11672	12041	12461	12782
10517	11153	11690	12058	12476	12812
10551	11168	11707	12126	12489	12859
10589	11189	11752	12141	12498	12867
10592	11215	11755	12186	12504	12874
10642	11255	11832	12188	12515	12880
10680	11297	11918	12222	12517	12896

SCHEDULE C (continued)

BO12899	BO13414	BO13796	BO14212	BO14527	BO14832
12944	13461	13812	14215	14528	14845
12992	13497	13828	14237	14562	14884
12995	13522	13852	14256	14564	14934
13021	13528	13886	14295	14599	14936
13051	13534	13974	14299	14602	14948
13087	13538	14014	14324	14625	14964
13100	13548	14045	14342	14641	15001
13170	13557	14056	14405	14656	15005
13245	13560	14100	14409	14657	15026
13253	13590	14141	14428	14682	15037
13319	13616	14151	14454	14686	15132
13333	13659	14155	14469	14718	15166
13343	13670	14176	14472	14748	15189
13372	13724	14182	14494	14766	15207
13373	13743	14184	14500	14821	15245
WM70002	WM70253	WM70578	WM71056	WM71373	WM80229
70020	70266	70657	71066	71383	80236
70040	70276	70682	71073	71421	80238
70046	70278	70701	71088	71423	80252
70062	70310	70719	71101	71427	80278
70069	70330	70735	71117	71450	80283
70077	70363	70745	71120	71454	80284
70083	70378	70778	71121	71469	80299
70097	70391	70802	71129	71472	80317
70111	70395	70803	71142	72018	80321
70122	70397	70833	71150	72039	80337
70139	70409	70846	71152	72130	80393
70144	70435	70929	71182	72132	80409
70149	70440	70933	71241	72135	80419
70169	70479	70942	71254	72140	80420
70193	70496	70955	71278	72233	80421
70204	70516	70961	71295	72296	80429
70209	70525	70966	71326	80027	80431
70210	70545	70982	71327	80088	80447
70228	70560	70986	71339	80095	80462
70245	70569	71054	71371	80159	80471

SCHEDULE D

80-TON OPEN TOP HOPPER CARS

CO152164	CO152372	CO153020	CO153426	CO153647	CO154919
152206	152448	153051	153427	153890	155855
152207	152886	153269	153515	154191	
152288	152893	153350	153609	154591	
BO152095	BO152504	BO153056	BO153526	BO154112	BO155470
152108	152667	153105	153572	154417	155521
152227	152672	153146	153614	154463	155703
152326	152713	153176	153769	154884	155706
152328	152722	153261	153834	154986	155718
152349	152788	153274	153905	155004	155776
152441	152871	153424	154043	155031	155792
152450	152885	153479	154063	155387	

SCHEDULE E

30-TON STEEL CUPOLA CABOSES

CO90235	CO90252	CO90267	CO90318	CO90323	CO90338
90242	90254	90295	90321	90332	

AMENDMENT AGREEMENT No. 2 dated as of September 1, 1980, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 1, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and J. P. MORGAN INTERFUNDING CORP. (the "Owners").

[CS&M Ref. 2043-981]

The Agent, the Builder and the Lessor have entered into a Reconstruction and Conditional Sale Agreement dated as of March 1, 1980 (the "RCSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661.

The Lessor and the Agent have entered into a Transfer Agreement dated as of March 1, 1980 (the "Transfer Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-A.

The Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of March 1, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-B.

The Lessor and the Lessee have entered into a Hulk Purchase Agreement dated as of March 1, 1980 (the "Hulk Purchase Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-D.

The parties hereto have agreed to amend the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to include only the units of equipment which were sold to the Lessor, reconstructed by the Builder and leased to the Lessee, all in accordance with the terms of such documents. Accordingly, the parties hereto hereby agree as follows:

1. Schedule A to the RCSA is hereby deleted and Item 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Item 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and Item 3 hereto is hereby substituted therefor.

4. Annex I to the Hulk Purchase Agreement is hereby deleted and Item 4 hereto is hereby substituted therefor.

5. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

6. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement shall remain in full force and effect. Any reference to such documents in such documents or in any document contemplated thereby shall mean such documents as amended hereby.

7. This Amendment Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

THE CHESAPEAKE AND OHIO
RAILWAY COMPANY,

by

Assistant Vice President
and Treasurer

[Corporate Seal]

Attest:

Deputy Corporate Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by


Assistant Vice President

[Corporate Seal]

Attest:


Corporate Trust Officer

THE CONNECTICUT BANK AND
TRUST COMPANY,
not in its individual capacity
but solely as Trustee,

by

[Corporate Seal]

Attest:

STATE OF OHIO,)
) ss.:
COUNTY OF CUYAHOGA,)

On this day of October, 1980, before me personally appeared L. C. Roig, Jr., to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia 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.

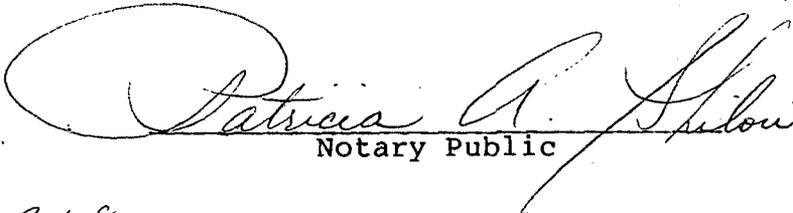
Notary Public

[Notarial Seal]

My Commission expires

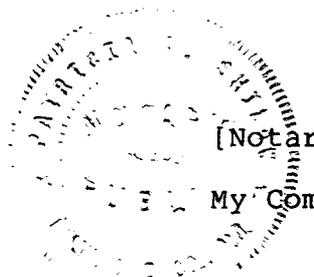
STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this 14th day of October, 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking 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

[Notarial Seal]

My Commission expires 7-1-82



STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this day of October, 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking 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

[Notarial Seal]

My Commission expires

Consent of Owners

The Owners hereby consent to the foregoing Amendment Agreement and hereby authorize the Lessor to execute and deliver said Amendment Agreement.

GENERAL ELECTRIC CREDIT
CORPORATION,

by

J. P. MORGAN INTERFUNDING CORP.,

by

Item 1 to Amendment Agreement

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

SCHEDULE A

Specifications of the Equipment

Quantity	AAR Mechanical Designation	Description	Railroad Road Numbers*	Estimated Hulk Purchase Price Per Unit	Estimated Base Reconstruction Cost Per Unit	Estimated Total Hulk Purchase Price and Reconstruction Cost Per Unit
60	XL	50'-Ton Open Box Cars	Schedule A	\$5,669	\$7,130	\$12,799
94	HM	60-Ton Open Top Hopper Cars	Schedule B	2,156	7,784	9,940
459	HT	70-Ton Open Top Hopper Cars	Schedule C	4,167	8,106	12,273
69	HT	80-Ton Open Top Hopper Cars	Schedule D	4,472	7,363	11,835
11	—	30-Ton Steel Cupola Caboose	Schedule E	5,000	20,381	25,381
693						

* See attached Schedules.

Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

STATE OF CONNECTICUT,)
) ss.: *Hartford*
 COUNTY OF HARTFORD,)

On this *14* day of October, 1980, before me personally appeared **F. W. KAWAM**, to me personally known, who, being by me duly sworn, says that he is **VICE PRESIDENT** of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking 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.

Barbara S. Kacich
 Notary Public

[Notarial Seal]

My Commission expires

BARBARA S. KACICH
 NOTARY PUBLIC
 MY COMMISSION EXPIRES MARCH 31, 1982

Consent of Owners

The Owners hereby consent to the foregoing Amendment Agreement and hereby authorize the Lessor to execute and deliver said Amendment Agreement.

GENERAL ELECTRIC CREDIT
CORPORATION,

by

J. P. MORGAN INTERFUNDING CORP.,

by

Item 1 to Amendment Agreement

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

SCHEDULE A

Specifications of the Equipment

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Estimated Hulk Purchase Price Per Unit</u>	<u>Estimated Base Reconstruction Cost Per Unit</u>	<u>Estimated Total Hulk Purchase Price and Reconstruction Cost Per Unit</u>
60	XL	50' 50-Ton Box Cars	Schedule A	\$5,669	\$7,130	\$12,799
94	HM	60-Ton Open Top Hopper Cars	Schedule B	2,156	7,784	9,940
459	HT	70-Ton Open Top Hopper Cars	Schedule C	4,167	8,106	12,273
69	HT	80-Ton Open Top Hopper Cars	Schedule D	4,472	7,363	11,835
11	—	30-Ton Steel Cupola Cabooses	Schedule E	5,000	20,381	25,381
<u>693</u>						

* See attached Schedules.

Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

Item 4 to Amendment Agreement

HULK PURCHASE AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Hulk Purchase Price Per Unit</u>
60	50' 50-Ton Box Cars	Schedule A	\$5,669
94	60-Ton Open Top Hopper Cars	Schedule B	2,156
459	70-Ton Open Top Hopper Cars	Schedule C	4,167
69	80-Ton Open Top Hopper Cars	Schedule D	4,472
11	30-Ton Steel Cupola Cabooses	Schedule E	5,000

* See attached Schedules.

RAILROAD ROAD NUMBERS

SCHEDULE A

50' 50-TON BOX CARS

CO23069	CO23251	CO28061	CO28261	CO28590	CO28820
23076	23266	28089	28293	28592	28869
23086	23273	28128	28295	28603	28912
23092	23275	28133	28297	28630	28968
23153	23287	28138	28315	28655	28979
23164	23298	28140	28327	28693	
23217	23303	28168	28339	28716	
23222	23322	28179	28358	28728	
23239	23324	28202	28464	28755	
23245	27768	28214	28540	28776	
23249	27961	28216	28543	28783	

SCHEDULE B

60-TON OPEN TOP HOPPER CARS

CO336002	CO336093	CO336159	CO336246	CO336479	CO336618
336003	336096	336162	336260	336483	336631
336007	336097	336163	336280	336486	336633
336014	336098	336164	336293	336487	336634
336027	336102	336173	336294	336495	336646
336030	336104	336179	336302	336522	336650
336033	336119	336191	336314	336527	336657
336050	336128	336192	336316	336543	336661
336051	336129	336197	336327	336552	336666
336055	336131	336203	336331	336567	336668
336062	336144	336205	336336	336594	336680
336073	336148	336210	336337	336597	336699
336074	336149	336225	336340	336599	336707
336087	336155	336227	336351	336604	336732
336091	336157	336230	336394	336607	
336092	336158	336231	336470	336615	

SCHEDULE C

70-TON OPEN TOP HOPPER CARS

CO103026	CO103650	CO110670	CO112225	CO150493	CO151063
103053	103700	110687	112293	150578	151085
103094	103741	110729	112436	150580	151141
103096	103827	110730	150017	150593	151163
103126	103829	110754	150027	150602	151190
103149	103867	110770	150037	150611	151191
103185	103894	110839	150053	150616	151193
103232	103965	110850	150072	150626	151208
103254	103994	110896	150087	150632	151237
103257	110105	110908	150094	150658	151242
103259	110118	110990	150098	150667	151245
103272	110149	111022	150105	150721	151324
103294	110204	111084	150112	150777	151337
103318	110206	111109	150130	150804	151363
103350	110230	111141	150301	150868	151375
103408	110240	111217	150308	150937	151382
103436	110457	111269	150330	150952	151435
103440	110495	111319	150331	150958	151696
103477	110533	111368	150358	150971	151760
103501	110542	111445	150369	150977	151859
103513	110565	111466	150380	150991	151924
103551	110600	111529	150382	151003	
103585	110611	111706	150394	151027	
103594	110663	111765	150420	151046	
BO10000	BO10801	BO11312	BO11931	BO12232	BO12531
10226	10809	11314	11938	12256	12566
10284	10864	11395	11939	12260	12579
10299	10963	11425	11981	12267	12618
10311	10981	11431	11991	12288	12627
10381	10997	11462	12005	12320	12632
10424	11079	11473	12006	12354	12664
10437	11092	11535	12010	12397	12673
10461	11103	11587	12020	12426	12677
10514	11131	11672	12041	12461	12782
10517	11153	11690	12058	12476	12812
10551	11168	11707	12126	12489	12859
10589	11189	11752	12141	12498	12867
10592	11215	11755	12186	12504	12874
10642	11255	11832	12188	12515	12880
10680	11297	11918	12222	12517	12896

SCHEDULE C (continued)

BO12899	BO13414	BO13796	BO14212	BO14527	BO14832
12944	13461	13812	14215	14528	14845
12992	13497	13828	14237	14562	14884
12995	13522	13852	14256	14564	14934
13021	13528	13886	14295	14599	14936
13051	13534	13974	14299	14602	14948
13087	13538	14014	14324	14625	14964
13100	13548	14045	14342	14641	15001
13170	13557	14056	14405	14656	15005
13245	13560	14100	14409	14657	15026
13253	13590	14141	14428	14682	15037
13319	13616	14151	14454	14686	15132
13333	13659	14155	14469	14718	15166
13343	13670	14176	14472	14748	15189
13372	13724	14182	14494	14766	15207
13373	13743	14184	14500	14821	15245
WM70002	WM70253	WM70578	WM71056	WM71373	WM80229
70020	70266	70657	71066	71383	80236
70040	70276	70682	71073	71421	80238
70046	70278	70701	71088	71423	80252
70062	70310	70719	71101	71427	80278
70069	70330	70735	71117	71450	80283
70077	70363	70745	71120	71454	80284
70083	70378	70778	71121	71469	80299
70097	70391	70802	71129	71472	80317
70111	70395	70803	71142	72018	80321
70122	70397	70833	71150	72039	80337
70139	70409	70846	71152	72130	80393
70144	70435	70929	71182	72132	80409
70149	70440	70933	71241	72135	80419
70169	70479	70942	71254	72140	80420
70193	70496	70955	71278	72233	80421
70204	70516	70961	71295	72296	80429
70209	70525	70966	71326	80027	80431
70210	70545	70982	71327	80088	80447
70228	70560	70986	71339	80095	80462
70245	70569	71054	71371	80159	80471

SCHEDULE D

80-TON OPEN TOP HOPPER CARS

CO152164	CO152372	CO153020	CO153426	CO153647	CO154919
152206	152448	153051	153427	153890	155855
152207	152886	153269	153515	154191	
152288	152893	153350	153609	154591	
BO152095	BO152504	BO153056	BO153526	BO154112	BO155470
152108	152667	153105	153572	154417	155521
152227	152672	153146	153614	154463	155703
152326	152713	153176	153769	154884	155706
152328	152722	153261	153834	154986	155718
152349	152788	153274	153905	155004	155776
152441	152871	153424	154043	155031	155792
152450	152885	153479	154063	155387	

SCHEDULE E

30-TON STEEL CUPOLA CABOSES

CO90235	CO90252	CO90267	CO90318	CO90323	CO90338
90242	90254	90295	90321	90332	

AMENDMENT AGREEMENT No. 2 dated as of September 1, 1980, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 1, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and J. P. MORGAN INTERFUNDING CORP. (the "Owners").

[CS&M Ref. 2043-981]

The Agent, the Builder and the Lessor have entered into a Reconstruction and Conditional Sale Agreement dated as of March 1, 1980 (the "RCSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661.

The Lessor and the Agent have entered into a Transfer Agreement dated as of March 1, 1980 (the "Transfer Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-A.

The Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of March 1, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-B.

The Lessor and the Lessee have entered into a Hulk Purchase Agreement dated as of March 1, 1980 (the "Hulk Purchase Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-D.

The parties hereto have agreed to amend the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to include only the units of equipment which were sold to the Lessor, reconstructed by the Builder and leased to the Lessee, all in accordance with the terms of such documents. Accordingly, the parties hereto hereby agree as follows:

1. Schedule A to the RCSA is hereby deleted and Item 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Item 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and Item 3 hereto is hereby substituted therefor.

4. Annex I to the Hulk Purchase Agreement is hereby deleted and Item 4 hereto is hereby substituted therefor.

5. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

6. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement shall remain in full force and effect. Any reference to such documents in such documents or in any document contemplated thereby shall mean such documents as amended hereby.

7. This Amendment Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

THE CHESAPEAKE AND OHIO
RAILWAY COMPANY,

by

Assistant Vice President
and Treasurer

[Corporate Seal]

Attest:

Deputy Corporate Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

THE CONNECTICUT BANK AND
TRUST COMPANY,
not in its individual capacity
but solely as Trustee,

by

[Corporate Seal]

Attest:

STATE OF OHIO,)
) ss.:
COUNTY OF CUYAHOGA,)

On this day of October, 1980, before me personally appeared L. C. Roig, Jr., to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia 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

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this day of October, 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking 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

[Notarial Seal]

My Commission expires

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this day of October, 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking 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

[Notarial Seal]

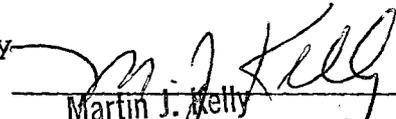
My Commission expires

Consent of Owners

The Owners hereby consent to the foregoing Amendment Agreement and hereby authorize the Lessor to execute and deliver said Amendment Agreement.

GENERAL ELECTRIC CREDIT CORPORATION,

by



Martin J. Kelly
Manager, Rail Financing

J. P. MORGAN INTERFUNDING CORP.,

by

Item 1 to Amendment Agreement

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

SCHEDULE A

Specifications of the Equipment

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Estimated Hulk Purchase Price Per Unit</u>	<u>Estimated Base Reconstruction Cost Per Unit</u>	<u>Estimated Total Hulk Purchase Price and Reconstruction Cost Per Unit</u>
60	XL	50' 50-Ton Box Cars	Schedule A	\$5,669	\$7,130	\$12,799
94	HM	60-Ton Open Top Hopper Cars	Schedule B	2,156	7,784	9,940
459	HT	70-Ton Open Top Hopper Cars	Schedule C	4,167	8,106	12,273
69	HT	80-Ton Open Top Hopper Cars	Schedule D	4,472	7,363	11,835
11	—	30-Ton Steel Cupola Caboose	Schedule E	5,000	20,381	25,381
<u>693</u>						

* See attached Schedules.

Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

Item 4 to Amendment Agreement

HULK PURCHASE AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Hulk Purchase Price Per Unit</u>
60	50' 50-Ton Box Cars	Schedule A	\$5,669
94	60-Ton Open Top Hopper Cars	Schedule B	2,156
459	70-Ton Open Top Hopper Cars	Schedule C	4,167
69	80-Ton Open Top Hopper Cars	Schedule D	4,472
11	30-Ton Steel Cupola Cabooses	Schedule E	5,000

* See attached Schedules.

RAILROAD ROAD NUMBERS

SCHEDULE A

50' 50-TON BOX CARS

CO23069	CO23251	CO28061	CO28261	CO28590	CO28820
23076	23266	28089	28293	28592	28869
23086	23273	28128	28295	28603	28912
23092	23275	28133	28297	28630	28968
23153	23287	28138	28315	28655	28979
23164	23298	28140	28327	28693	
23217	23303	28168	28339	28716	
23222	23322	28179	28358	28728	
23239	23324	28202	28464	28755	
23245	27768	28214	28540	28776	
23249	27961	28216	28543	28783	

SCHEDULE B

60-TON OPEN TOP HOPPER CARS

CO336002	CO336093	CO336159	CO336246	CO336479	CO336618
336003	336096	336162	336260	336483	336631
336007	336097	336163	336280	336486	336633
336014	336098	336164	336293	336487	336634
336027	336102	336173	336294	336495	336646
336030	336104	336179	336302	336522	336650
336033	336119	336191	336314	336527	336657
336050	336128	336192	336316	336543	336661
336051	336129	336197	336327	336552	336666
336055	336131	336203	336331	336567	336668
336062	336144	336205	336336	336594	336680
336073	336148	336210	336337	336597	336699
336074	336149	336225	336340	336599	336707
336087	336155	336227	336351	336604	336732
336091	336157	336230	336394	336607	
336092	336158	336231	336470	336615	

SCHEDULE C

70-TON OPEN TOP HOPPER CARS

CO103026	CO103650	CO110670	CO112225	CO150493	CO151063
103053	103700	110687	112293	150578	151085
103094	103741	110729	112436	150580	151141
103096	103827	110730	150017	150593	151163
103126	103829	110754	150027	150602	151190
103149	103867	110770	150037	150611	151191
103185	103894	110839	150053	150616	151193
103232	103965	110850	150072	150626	151208
103254	103994	110896	150087	150632	151237
103257	110105	110908	150094	150658	151242
103259	110118	110990	150098	150667	151245
103272	110149	111022	150105	150721	151324
103294	110204	111084	150112	150777	151337
103318	110206	111109	150130	150804	151363
103350	110230	111141	150301	150868	151375
103408	110240	111217	150308	150937	151382
103436	110457	111269	150330	150952	151435
103440	110495	111319	150331	150958	151696
103477	110533	111368	150358	150971	151760
103501	110542	111445	150369	150977	151859
103513	110565	111466	150380	150991	151924
103551	110600	111529	150382	151003	
103585	110611	111706	150394	151027	
103594	110663	111765	150420	151046	
BO10000	BO10801	BO11312	BO11931	BO12232	BO12531
10226	10809	11314	11938	12256	12566
10284	10864	11395	11939	12260	12579
10299	10963	11425	11981	12267	12618
10311	10981	11431	11991	12288	12627
10381	10997	11462	12005	12320	12632
10424	11079	11473	12006	12354	12664
10437	11092	11535	12010	12397	12673
10461	11103	11587	12020	12426	12677
10514	11131	11672	12041	12461	12782
10517	11153	11690	12058	12476	12812
10551	11168	11707	12126	12489	12859
10589	11189	11752	12141	12498	12867
10592	11215	11755	12186	12504	12874
10642	11255	11832	12188	12515	12880
10680	11297	11918	12222	12517	12896

SCHEDULE C (continued)

BO12899	BO13414	BO13796	BO14212	BO14527	BO14832
12944	13461	13812	14215	14528	14845
12992	13497	13828	14237	14562	14884
12995	13522	13852	14256	14564	14934
13021	13528	13886	14295	14599	14936
13051	13534	13974	14299	14602	14948
13087	13538	14014	14324	14625	14964
13100	13548	14045	14342	14641	15001
13170	13557	14056	14405	14656	15005
13245	13560	14100	14409	14657	15026
13253	13590	14141	14428	14682	15037
13319	13616	14151	14454	14686	15132
13333	13659	14155	14469	14718	15166
13343	13670	14176	14472	14748	15189
13372	13724	14182	14494	14766	15207
13373	13743	14184	14500	14821	15245
WM70002	WM70253	WM70578	WM71056	WM71373	WM80229
70020	70266	70657	71066	71383	80236
70040	70276	70682	71073	71421	80238
70046	70278	70701	71088	71423	80252
70062	70310	70719	71101	71427	80278
70069	70330	70735	71117	71450	80283
70077	70363	70745	71120	71454	80284
70083	70378	70778	71121	71469	80299
70097	70391	70802	71129	71472	80317
70111	70395	70803	71142	72018	80321
70122	70397	70833	71150	72039	80337
70139	70409	70846	71152	72130	80393
70144	70435	70929	71182	72132	80409
70149	70440	70933	71241	72135	80419
70169	70479	70942	71254	72140	80420
70193	70496	70955	71278	72233	80421
70204	70516	70961	71295	72296	80429
70209	70525	70966	71326	80027	80431
70210	70545	70982	71327	80088	80447
70228	70560	70986	71339	80095	80462
70245	70569	71054	71371	80159	80471

SCHEDULE D

80-TON OPEN TOP HOPPER CARS

CO152164	CO152372	CO153020	CO153426	CO153647	CO154919
152206	152448	153051	153427	153890	155855
152207	152886	153269	153515	154191	
152288	152893	153350	153609	154591	
BO152095	BO152504	BO153056	BO153526	BO154112	BO155470
152108	152667	153105	153572	154417	155521
152227	152672	153146	153614	154463	155703
152326	152713	153176	153769	154884	155706
152328	152722	153261	153834	154986	155718
152349	152788	153274	153905	155004	155776
152441	152871	153424	154043	155031	155792
152450	152885	153479	154063	155387	

SCHEDULE E

30-TON STEEL CUPOLA CABOSES

CO90235	CO90252	CO90267	CO90318	CO90323	CO90338
90242	90254	90295	90321	90332	

AMENDMENT AGREEMENT No. 2 dated as of September 1, 1980, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 1, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and J. P. MORGAN INTERFUNDING CORP. (the "Owners").

[CS&M Ref. 2043-981]

The Agent, the Builder and the Lessor have entered into a Reconstruction and Conditional Sale Agreement dated as of March 1, 1980 (the "RCSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661.

The Lessor and the Agent have entered into a Transfer Agreement dated as of March 1, 1980 (the "Transfer Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-A.

The Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of March 1, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-B.

The Lessor and the Lessee have entered into a Hulk Purchase Agreement dated as of March 1, 1980 (the "Hulk Purchase Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, at 4:05 p.m. under recordation number 11661-D.

The parties hereto have agreed to amend the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to include only the units of equipment which were sold to the Lessor, reconstructed by the Builder and leased to the Lessee, all in accordance with the terms of such documents. Accordingly, the parties hereto hereby agree as follows:

1. Schedule A to the RCSA is hereby deleted and Item 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Item 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and Item 3 hereto is hereby substituted therefor.

4. Annex I to the Hulk Purchase Agreement is hereby deleted and Item 4 hereto is hereby substituted therefor.

5. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

6. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement shall remain in full force and effect. Any reference to such documents in such documents or in any document contemplated thereby shall mean such documents as amended hereby.

7. This Amendment Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

THE CHESAPEAKE AND OHIO
RAILWAY COMPANY,

by

Assistant Vice President
and Treasurer

[Corporate Seal]

Attest:

Deputy Corporate Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

THE CONNECTICUT BANK AND
TRUST COMPANY,
not in its individual capacity
but solely as Trustee,

by

[Corporate Seal]

Attest:

STATE OF OHIO,)
) ss.:
COUNTY OF CUYAHOGA,)

On this day of October, 1980, before me personally appeared L. C. Roig, Jr., to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia 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

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this day of October, 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking 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

[Notarial Seal]

My Commission expires

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this day of October, 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking 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

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My Commission expires

Consent of Owners

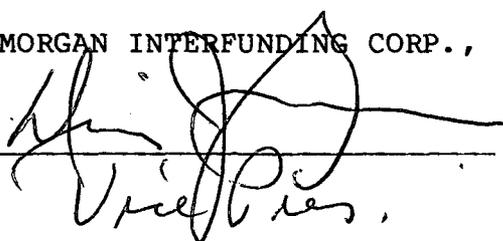
The Owners hereby consent to the foregoing Amendment Agreement and hereby authorize the Lessor to execute and deliver said Amendment Agreement.

GENERAL ELECTRIC CREDIT CORPORATION,

by

J. P. MORGAN INTERFUNDING CORP.,

by



Item 1 to Amendment Agreement

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

SCHEDULE A

Specifications of the Equipment

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Estimated Hulk Purchase Price Per Unit</u>	<u>Estimated Base Reconstruction Cost Per Unit</u>	<u>Estimated Total Hulk Purchase Price and Reconstruction Cost Per Unit</u>
60	XL	50' 50-Ton Box Cars	Schedule A	\$5,669	\$7,130	\$12,799
94	HM	60-Ton Open Top Hopper Cars	Schedule B	2,156	7,784	9,940
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11	—	30-Ton Steel Cupola Cabooses	Schedule E	5,000	20,381	25,381
<u>693</u>						

* See attached Schedules.

Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
60	50' 50-Ton Box Cars	Schedule A
94	60-Ton Open Top Hopper Cars	Schedule B
459	70-Ton Open Top Hopper Cars	Schedule C
69	80-Ton Open Top Hopper Cars	Schedule D
11	30-Ton Steel Cupola Cabooses	Schedule E

* See attached Schedules.

Item 4 to Amendment Agreement

HULK PURCHASE AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Hulk Purchase Price Per Unit</u>
60	50' 50-Ton Box Cars	Schedule A	\$5,669
94	60-Ton Open Top Hopper Cars	Schedule B	2,156
459	70-Ton Open Top Hopper Cars	Schedule C	4,167
69	80-Ton Open Top Hopper Cars	Schedule D	4,472
11	30-Ton Steel Cupola Cabooses	Schedule E	5,000

* See attached Schedules.

RAILROAD ROAD NUMBERS

SCHEDULE A

50' 50-TON BOX CARS

CO23069	CO23251	CO28061	CO28261	CO28590	CO28820
23076	23266	28089	28293	28592	28869
23086	23273	28128	28295	28603	28912
23092	23275	28133	28297	28630	28968
23153	23287	28138	28315	28655	28979
23164	23298	28140	28327	28693	
23217	23303	28168	28339	28716	
23222	23322	28179	28358	28728	
23239	23324	28202	28464	28755	
23245	27768	28214	28540	28776	
23249	27961	28216	28543	28783	

SCHEDULE B

60-TON OPEN TOP HOPPER CARS

CO336002	CO336093	CO336159	CO336246	CO336479	CO336618
336003	336096	336162	336260	336483	336631
336007	336097	336163	336280	336486	336633
336014	336098	336164	336293	336487	336634
336027	336102	336173	336294	336495	336646
336030	336104	336179	336302	336522	336650
336033	336119	336191	336314	336527	336657
336050	336128	336192	336316	336543	336661
336051	336129	336197	336327	336552	336666
336055	336131	336203	336331	336567	336668
336062	336144	336205	336336	336594	336680
336073	336148	336210	336337	336597	336699
336074	336149	336225	336340	336599	336707
336087	336155	336227	336351	336604	336732
336091	336157	336230	336394	336607	
336092	336158	336231	336470	336615	

SCHEDULE C

70-TON OPEN TOP HOPPER CARS

CO103026	CO103650	CO110670	CO112225	CO150493	CO151063
103053	103700	110687	112293	150578	151085
103094	103741	110729	112436	150580	151141
103096	103827	110730	150017	150593	151163
103126	103829	110754	150027	150602	151190
103149	103867	110770	150037	150611	151191
103185	103894	110839	150053	150616	151193
103232	103965	110850	150072	150626	151208
103254	103994	110896	150087	150632	151237
103257	110105	110908	150094	150658	151242
103259	110118	110990	150098	150667	151245
103272	110149	111022	150105	150721	151324
103294	110204	111084	150112	150777	151337
103318	110206	111109	150130	150804	151363
103350	110230	111141	150301	150868	151375
103408	110240	111217	150308	150937	151382
103436	110457	111269	150330	150952	151435
103440	110495	111319	150331	150958	151696
103477	110533	111368	150358	150971	151760
103501	110542	111445	150369	150977	151859
103513	110565	111466	150380	150991	151924
103551	110600	111529	150382	151003	
103585	110611	111706	150394	151027	
103594	110663	111765	150420	151046	
BO10000	BO10801	BO11312	BO11931	BO12232	BO12531
10226	10809	11314	11938	12256	12566
10284	10864	11395	11939	12260	12579
10299	10963	11425	11981	12267	12618
10311	10981	11431	11991	12288	12627
10381	10997	11462	12005	12320	12632
10424	11079	11473	12006	12354	12664
10437	11092	11535	12010	12397	12673
10461	11103	11587	12020	12426	12677
10514	11131	11672	12041	12461	12782
10517	11153	11690	12058	12476	12812
10551	11168	11707	12126	12489	12859
10589	11189	11752	12141	12498	12867
10592	11215	11755	12186	12504	12874
10642	11255	11832	12188	12515	12880
10680	11297	11918	12222	12517	12896

SCHEDULE C (continued)

BO12899	BO13414	BO13796	BO14212	BO14527	BO14832
12944	13461	13812	14215	14528	14845
12992	13497	13828	14237	14562	14884
12995	13522	13852	14256	14564	14934
13021	13528	13886	14295	14599	14936
13051	13534	13974	14299	14602	14948
13087	13538	14014	14324	14625	14964
13100	13548	14045	14342	14641	15001
13170	13557	14056	14405	14656	15005
13245	13560	14100	14409	14657	15026
13253	13590	14141	14428	14682	15037
13319	13616	14151	14454	14686	15132
13333	13659	14155	14469	14718	15166
13343	13670	14176	14472	14748	15189
13372	13724	14182	14494	14766	15207
13373	13743	14184	14500	14821	15245
WM70002	WM70253	WM70578	WM71056	WM71373	WM80229
70020	70266	70657	71066	71383	80236
70040	70276	70682	71073	71421	80238
70046	70278	70701	71088	71423	80252
70062	70310	70719	71101	71427	80278
70069	70330	70735	71117	71450	80283
70077	70363	70745	71120	71454	80284
70083	70378	70778	71121	71469	80299
70097	70391	70802	71129	71472	80317
70111	70395	70803	71142	72018	80321
70122	70397	70833	71150	72039	80337
70139	70409	70846	71152	72130	80393
70144	70435	70929	71182	72132	80409
70149	70440	70933	71241	72135	80419
70169	70479	70942	71254	72140	80420
70193	70496	70955	71278	72233	80421
70204	70516	70961	71295	72296	80429
70209	70525	70966	71326	80027	80431
70210	70545	70982	71327	80088	80447
70228	70560	70986	71339	80095	80462
70245	70569	71054	71371	80159	80471