



APR 29 1980 1 45 PM '80

Metropolitan Edison Company
Post Office Box 542
Reading, Pennsylvania 19640
215-929-3601

INTERSTATE COMMERCE COMMISSION

APR 29 1 45 PM '80

Writer's Direct Dial Number
215-921-6175

I. C. C.
FEE OPERATION DE April 28, 1980

Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

No. 0-120A124

Date APR 29 1980

Fee \$ 300.00

ICC Washington, D. C.

Attention: Secretary

Dear Sir:

Enclosed for filing with the Commission pursuant to 49 C.F.R. Part 1116 are an original executed counterpart and two certified copies of a Mortgage Document as follows:

- Mortgage Document: Indenture of Mortgage dated November 1, 1944 and the 26 Supplemental Indentures thereto listed on Schedule A attached hereto
- Mortgagor: Metropolitan Edison Company
- Mortgagee: Guaranty Trust Company of New York (now Morgan Guaranty Trust Company of New York)

Included in the property covered by the Mortgage Document is a Schnabel type railroad car with an attached mobile transformer. The AAR number for the railroad car is GPUX100. This car is used or intended for use in connection with interstate commerce. Mortgagor owns a 20% undivided interest in such railroad car and transformer as a tenant in common with its affiliates, Jersey Central Power & Light Company (which owns a 37% interest) and Pennsylvania Electric Company (which owns a 43% interest).

The railroad car is not specifically described in the Mortgage Document. However, included in the property covered by the Mortgage Document is all property or interests therein owned by Metropolitan Edison Company at the date of said Indenture of Mortgage or thereafter acquired by it.

Also enclosed is a check in the amount of \$300.00 to cover the recording fee. Please acknowledge this filing by stamping the recordation information on each of the instruments comprising the original executed counterpart of the Mortgage Document, for return to the undersigned.

Very truly yours,

J. S. Bartman
J. S. Bartman
Vice President

kz
Enclosures

*Countersigned for J.C. 26-5-80
of 1/1/80*

11737-A

RECORDATION NO. Filed 1425

APR 29 1980 . 1 45 PM

INTERSTATE COMMERCE COMMISSION

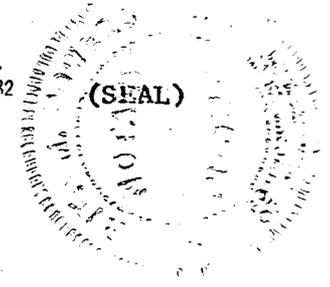
I, the undersigned Notary Public in and for the Commonwealth of Pennsylvania, County of Berks, do certify as follows: (1) I have examined the attached conformed copy of Supplemental Indenture dated (or dated as of) February 1, 1947 to Indenture of Mortgage dated November 1, 1944 between Metropolitan Edison Company and Guaranty Trust Company of New York (now Morgan Guaranty Trust Company of New York), Trustee, and have compared it with the original document; and (2) the attached conformed copy is a true and correct copy of the original document in all respects.

Witness my hand and seal this 28th day of April, 1980.

Rita M. Powers

 Notary Public

RITA M. POWERS, Notary Public
 Muhlenberg Twp., Berks County, Pa.
 My Commission Expires Sept. 30, 1982



RECORDATION NO. 11737-A Filed 1425

APR 29 1980 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

METROPOLITAN EDISON COMPANY

To

GUARANTY TRUST COMPANY OF NEW YORK,
as Trustee.

Supplemental Indenture

Dated February 1, 1947.

GUARANTY TRUST COMPANY OF NEW YORK hereby certifies that its Residence and Post Office Address is 140 Broadway, Borough of Manhattan, City of New York, New York.

GUARANTY TRUST COMPANY OF NEW YORK,

By H. E. TWYEFFORT
Trust Officer

THIS SUPPLEMENTAL INDENTURE, made this 1st day of February, Nineteen hundred and forty-seven, between METROPOLITAN EDISON COMPANY, a corporation of the Commonwealth of Pennsylvania, hereinafter sometimes referred to as the Company, party of the first part, and GUARANTY TRUST COMPANY OF NEW YORK, a corporation of the State of New York, as Trustee of the Indenture hereinafter sometimes referred to, hereinafter referred to as the Trustee, party of the second part;

WHEREAS, the Company has heretofore executed and delivered to the Trustee its Indenture, hereinafter referred to as the Indenture, dated November 1, 1944, under which it mortgaged and pledged to the Trustee certain of its property as therein more fully described or mentioned, to secure the payment of certain bonds as therein provided for; and

WHEREAS, through inadvertence there was a failure to include in Section 9.06 (a) (1) of the Indenture certain provisions in the interest of the holders of the bonds issued or to be issued thereunder and the Company now desires to amend the Indenture as contemplated and permitted by Section 17.01 (f) thereof to supply the said omission; and

WHEREAS, the Company for the purposes aforesaid, and pursuant to due and appropriate corporate action duly had and taken before the execution and delivery hereof, has duly authorized and directed the execution and delivery to the Trustee of this supplemental indenture, in the form and terms hereof; and

WHEREAS, all conditions and requirements necessary to make this supplemental indenture, in the form and terms hereof, a valid, binding and legal instrument, in accordance with its terms, and for the purposes herein expressed, have been done, performed and fulfilled, and the execution and delivery hereof, in the form and terms hereof, have been in all respects duly authorized:

Now, THEREFORE, in consideration of the premises and of the sum of One dollar (\$1.00) to the Company duly paid by the Trustee at or before the ensembling and delivery hereof, and for other valuable considerations, the receipt whereof is hereby acknowledged, the Company hereby covenants and agrees to and with the Trustee and its successors in the trusts under the Indenture as follows:

ARTICLE I.

AMENDMENT TO INDENTURE

Section 9.06 (a) (1) of the Indenture be and the same is hereby amended, effective as of the date of the Indenture, to read as follows:

“(1) be withdrawn from time to time by the Company in an amount equal to (i) the full amount of bondable value of property additions which the Company elects to make the basis of a withdrawal under this Section, provided that cash deposited pursuant to Section 5.07 shall not be withdrawn in an amount in excess of 60% of bondable value of property additions which the Company elects to make the basis of a withdrawal under this Section and (ii) the principal amount of refundable prior lien bonds and bonds authenticated and delivered hereunder which might then be made the basis for the authentication and delivery of bonds under the provisions of Sections 4.04 and 4.05 hereof and which the Company elects to make the basis of a withdrawal under this Section in lieu of the right of the Company to the authentication and delivery of bonds on such basis; provided, that in case the withdrawal is applied for in whole or in part upon the basis of bondable value of property additions, the Company shall deliver to the Trustee the certificates and opinions required by Section 1.05 hereof and in case the withdrawal is applied for in whole or in part upon the basis of refundable prior lien bonds or bonds authenticated and delivered hereunder which might then be made the basis for the authentication and delivery of bonds under the provisions of Sections 4.04 or 4.05 hereof, the Company shall comply with the provisions of Sections 4.04 or 4.05 hereof, as the case may be, except the provisions therein relating to Section 4.07 hereof and to Section 4.08 hereof and requiring the filing of a net earnings certificate; or”

ARTICLE II.

ACCEPTANCE BY TRUSTEE

The Trustee hereby agrees to the foregoing amendment to the Indenture, and that the same shall have the effect provided for in Section 17.03 thereof.

ARTICLE III.

EXECUTION IN COUNTERPARTS

This supplemental indenture shall be simultaneously executed in several counterparts, and all such counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, METROPOLITAN EDISON COMPANY, party of the first part, has caused this instrument to be signed in its name and behalf by its President or a Vice President, and its corporate seal to be hereunto affixed and attested by its Secretary or an Assistant Secretary, and GUARANTY TRUST COMPANY OF NEW YORK, party of the second part, has caused this instrument to be signed in its name and behalf by a Trust Officer and its corporate seal to be hereunto affixed and attested by an Assistant Secretary, all as of the day and year first above written.

METROPOLITAN EDISON COMPANY

Attest: By O. TITUS
President
 E. L. BARTH
 Secretary

Signed, sealed and delivered by said (CORPORATE SEAL)
 Metropolitan Edison Company in
 the presence of:

L. C. MOODY
 J. A. DUNLAP

GUARANTY TRUST COMPANY
OF NEW YORK

Attest: By H. E. TWYEFFORT
Trust Officer
 W. W. MERKER
 Assistant Secretary

Signed, sealed and delivered by said (CORPORATE SEAL)
 Guaranty Trust Company of New
 York in the presence of:

G. GREENE
 F. J. MURPHY

COMMONWEALTH OF PENNSYLVANIA }
 COUNTY OF BERKS } ss.:

On the 11th day of February, 1947, before me, the subscriber, a Notary Public of the Commonwealth of Pennsylvania, residing in Richland, Pennsylvania, personally appeared E. L. BARTH, Secretary of METROPOLITAN EDISON COMPANY, who, being duly sworn, according to law, says that he was personally present at the execution of the foregoing Supplemental Indenture, and saw the common or corporate seal of the said corporation duly affixed thereto; that the seal so affixed thereto is the common or corporate seal of the said corporation, that the foregoing Supplemental Indenture was duly sealed and delivered by O. TITUS, President of said corporation, as and for the act and deed of said corporation, for the uses and purposes therein mentioned by authority of the Board of Directors of said corporation, and that the names of this deponent as Secretary and of O. TITUS as President of the said corporation, subscribed to the foregoing Supplemental Indenture in attestation of its due execution and delivery, are of their and each of their respective hand-writings.

E. L. BARTH
 Secretary

Sworn to and subscribed before me the day and year aforesaid.

MARTIN A. KOHR
 Notary Public

(NOTARIAL SEAL)

NOTARY PUBLIC
 My Commission Expires Jan. 15, 1949

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On the 13th day of February, 1947, before me, the subscriber, a Notary Public of the State of New York, residing in Yonkers, New York, personally appeared W. W. MERKER, Assistant Secretary of GUARANTY TRUST COMPANY OF NEW YORK, who, being duly sworn, according to law, says that he was personally present at the execution of the foregoing Supplemental Indenture, and saw the common or corporate seal of the said corporation duly affixed thereto; that the seal so affixed thereto is the common or corporate seal of the said corporation, that the foregoing Supplemental Indenture was duly sealed and delivered by H. E. TWYEFFORT, Trust Officer of said corporation, as and for the act and deed of said corporation, for the uses and purposes therein mentioned, by authority of the Board of Directors of said corporation, and that the names of this deponent as Assistant Secretary and of H. E. TWYEFFORT, as Trust Officer of the said corporation, subscribed to the foregoing Supplemental Indenture in attestation of its due execution and delivery, are of their and each of their respective handwritings.

W. W. MERKER
Assistant Secretary

Sworn to and subscribed before me the day and year aforesaid.
I am not a stockholder, director or officer of said Guaranty Trust Company of New York.

WM. J. BURNHAM
Notary Public

(NOTARIAL SEAL)

WM. J. BURNHAM
Notary Public, State of New York
Resident Westchester County, when appointed
N. Y. Co. Clk's No. 1046. Reg. No. 543-B-8
Commission Expires March 10, 1948

ARTICLE III.

EXECUTION IN COUNTERPARTS

This supplemental indenture shall be simultaneously executed in several counterparts, and all such counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, METROPOLITAN EDISON COMPANY, party of the first part, has caused this instrument to be signed in its name and behalf by its President or a Vice President, and its corporate seal to be hereunto affixed and attested by its Secretary or an Assistant Secretary, and GUARANTY TRUST COMPANY OF NEW YORK, party of the second part, has caused this instrument to be signed in its name and behalf by a Trust Officer and its corporate seal to be hereunto affixed and attested by an Assistant Secretary, all as of the day and year first above written.

METROPOLITAN EDISON COMPANY

Attest: *E. L. Booth* By *O. Sitar's*
Secretary President

Signed, sealed and delivered by said Metropolitan Edison Company in the presence of:

L. C. Moody
J. J. Murphy

GUARANTY TRUST COMPANY OF NEW YORK

Attest: By *J. J. Murphy*
Assistant Secretary Trust Officer

Signed, sealed and delivered by said Guaranty Trust Company of New York in the presence of:

J. J. Murphy
J. J. Murphy

COMMONWEALTH OF PENNSYLVANIA }
 COUNTY OF BERKS } ss.:

On the 17th day of February, 1947, before me, the subscriber, a Notary Public of the Commonwealth of Pennsylvania, residing in Richland, Pennsylvania, personally appeared E. L. BARTH, Secretary of METROPOLITAN EDISON COMPANY, who, being duly sworn, according to law, says that he was personally present at the execution of the foregoing Supplemental Indenture, and saw the common or corporate seal of the said corporation duly affixed thereto; that the seal so affixed thereto is the common or corporate seal of the said corporation, that the foregoing Supplemental Indenture was duly sealed and delivered by O. TITUS, President of said corporation, as and for the act and deed of said corporation, for the uses and purposes therein mentioned by authority of the Board of Directors of said corporation, and that the names of this deponent as Secretary and of O. TITUS as President of the said corporation, subscribed to the foregoing Supplemental Indenture in attestation of its due execution and delivery, are of their and each of their respective handwritings.

E. L. Barth

Secretary

Sworn to and subscribed before me the day and year aforesaid.

Wm. T. ...

Notary Public

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On the *19th* day of *February*, 1947, before me, the subscriber, a Notary Public of the State of New York, residing in *Yonkers, New York*, personally appeared **W. W. MERKER**, Secretary of GUARANTY TRUST COMPANY OF NEW YORK, who, being duly sworn, according to law, says that he was personally present at the execution of the foregoing Supplemental Indenture, and saw the common or corporate seal of the said corporation duly affixed thereto; that the seal so affixed thereto is the common or corporate seal of the said corporation, that the foregoing Supplemental Indenture was duly sealed and delivered by **H. E. TWYFELMIST**, Trust Officer of said corporation, as and for the act and deed of said corporation, for the uses and purposes therein mentioned, by authority of the Board of Directors of said corporation, and that the names of this deponent as **Secretary** and of **H. E. TWYFELMIST**, as Trust Officer of the said corporation, subscribed to the foregoing Supplemental Indenture in attestation of its due execution and delivery, are of their and each of their respective handwritings.

[Handwritten Signature]
Secretary

Sworn to and subscribed before me the day and year aforesaid. I am not a stockholder, director or officer of said Guaranty Trust Company of New York.

[Handwritten Signature]
Notary Public

WM. J. BURNHAM
NOTARY PUBLIC, STATE OF NEW YORK
RESIDENT WITHIN THE COUNTY WHEN APPOINTED
N.Y. GOVERNMENT NO. 1576. REG. NO. 643-B-B
COMMISSION EXPIRES MARCH 30, 1948

1947 19
Mortgage

February
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Winfield Horner

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On the 13th day of February, 1947, before me, the subscriber, a Notary Public of the State of New York, residing in *Yonkers, New York*, personally appeared **W. W. MERKER**, Secretary of GUARANTY TRUST COMPANY OF NEW YORK, who, being duly sworn, according to law, says that he was personally present at the execution of the foregoing Supplemental Indenture, and saw the common or corporate seal of the said corporation duly affixed thereto; that the seal so affixed thereto is the common or corporate seal of the said corporation, that the foregoing Supplemental Indenture was duly sealed and delivered by **H. E. [unclear]**, Trust Officer of said corporation, as and for the act and deed of said corporation, for the uses and purposes therein mentioned, by authority of

Form 2

No. **22393**

State of New York, }
County of New York, } ss.:

I, ARCHIBALD R. WATSON, County Clerk and Clerk of the Supreme Court, New York County, the same being a Court of Record having by law a seal, DO HEREBY CERTIFY, that

Wm J Burnham

whose name is subscribed to the annexed deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC acting in and for said County, duly commissioned and sworn, and qualified to act as such; that he has filed in the Clerk's office of the County of New York a certificate of his appointment and qualification as a Notary Public for the County of ~~New York~~ *New York* with his autograph signature; that as such Notary Public he was duly authorized by the laws of the State of New York to protest notes, to take and certify depositions, to administer oaths and affirmations, to take affidavits and certify the acknowledgment or proof of deeds and other written instruments for lands, tenements and hereditaments, to be read in evidence or recorded in this State. And further, that I am well acquainted with the handwriting of such Notary Public, or have compared the signature of such officer with his autograph signature filed in my office, and believe that the signature to the said annexed instrument is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this *13* day of *Feb*, 1947.

Fee paid 25c.



Archibald R Watson
County Clerk and Clerk of the Supreme Court, New York County

WM. J. BURNHAM
NOTARY PUBLIC, STATE OF NEW YORK
RESIDENT WEST PEGHER COUNTRY WHEN APPOINTED
N. Y. COMMISSION NO. 1036. REG. NO. 543-B-8
COMMISSION EXPIRES MARCH 30, 1948

1947 19
Mortgage

February
0-3 234

Wesfield Horner