

LAW OFFICES  
ALVORD AND ALVORD  
200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D. C.  
20006

RECORDATION NO. 11354-A  
Filed 1425

MAR 21 1980 - 2 45 PM  
INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
JESS LARSON  
URBAN A. LESTER  
CABLE ADDRESS  
"ALVORD"  
TELEPHONE  
AREA CODE 202  
393-2266  
TELEX  
440348 CDAA UI

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
MILTON C. GRACE\*  
GEORGE JOHN KETO\*\*  
RICHARD N. BAGENSTOS  
\* NOT A MEMBER OF D.C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

March 21, 1980

0-081A065  
No.  
Date MAR 21 1980  
Fee \$ 10.00  
ICC Washington, D. C.

Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20434

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the rules and regulations thereunder is an Amendment to Lease and Management Agreement dated as of January 10, 1980.

The Lease and Management Agreement dated as of January 10, 1980 was duly filed and recorded at 11:45 a.m. on January 11, 1980 and assigned Recordation Number 11354.

A general description of the railroad equipment covered by the enclosed document is, as follows:

One hundred (100) 100-ton open-top triple pocket hopper cars bearing reporting marks and numbers PVS 1000-1099 inclusive.

The names and addresses of the parties to the enclosed document are:

LESSOR: Funding Systems Railcars, Inc.  
1000 RIDC Plaza  
Pittsburgh, Pennsylvania 15238  
LESSEE/MANAGER Upper Merion & Plymouth Railroad Company  
P.O. Box 404  
Conshohocken, Pennsylvania 19428

RECEIVED  
MAR 21 2 43 PM '80  
I.C.C.  
FEE OPERATION BR.

*Handwritten note:* - E.T. Kandler

Agatha L. Mergenovich, Secretary  
March 21, 1980  
Page Two

The undersigned is agent for the Lessor mentioned in the enclosed document for the purpose of submitting the enclosed document for recordation and has knowledge of the matters set forth therein.

Also enclosed is a remittance in the amount of \$10.00 in payment of the required recordation fee.

Very truly yours,

ALVORD AND ALVORD,  
as Agent

By Charles T. Kappler  
Charles T. Kappler

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord and Alvord  
200 World Center Building  
918 Sixteenth St. N. W.  
Washington, D. C. 20006

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 3/21/80 at 2:45PM, and assigned re-  
recording number(s). 11354-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. *11354-A* Filed 1425  
MAR 21 1980 - 2 45 PM  
INTERSTATE COMMERCE COMMISSION

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AMENDMENT TO  
LEASE AND MANAGEMENT AGREEMENT

Dated as of January 10, 1980

BETWEEN

FUNDING SYSTEMS RAILCARS, INC.

LESSOR

AND

UPPER MERION AND PLYMOUTH RAILROAD COMPANY

LESSEE

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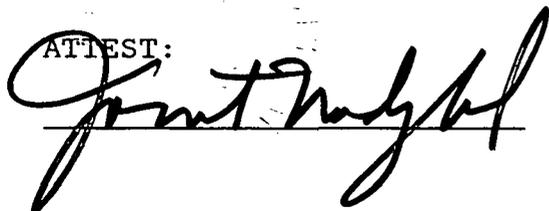
This is an Amendment to that certain Lease and Management Agreement (the "Lease") dated as of January 10, 1980 between FUNDING SYSTEMS RAILCARS, INC. ("Lessor") and UPPER MERION AND PLYMOUTH RAILROAD COMPANY ("Lessee").

1. Section 2.1 of the Lease is hereby amended to provide that the quarterly rental for each Item of Equipment shall be \$964.72 instead of \$1,044.15, (for a total of \$96,472.41 for all of the Equipment, instead of \$104,415.45).

2. The remaining terms, covenants and conditions of the Lease shall remain in full force and effect, unamended and unmodified.

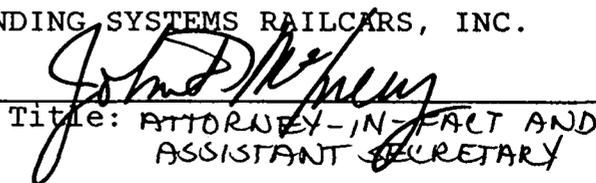
WITNESS the due execution hereof as of the 13th day of March, 1980.

ATTEST:



FUNDING SYSTEMS RAILCARS, INC.

By

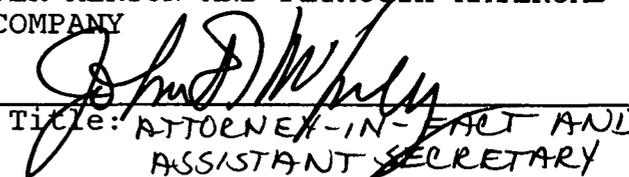
  
Title: ATTORNEY-IN-FACT AND ASSISTANT SECRETARY

ATTEST:



UPPER MERION AND PLYMOUTH RAILROAD COMPANY

By

  
Title: ATTORNEY-IN-FACT AND ASSISTANT SECRETARY

Acknowledgement of the attached  
Lease Amendment is hereby made.

ATTEST

*Bruce L. Reddy*

REFCO TRANSPORT EQUIPMENT, INC.

By

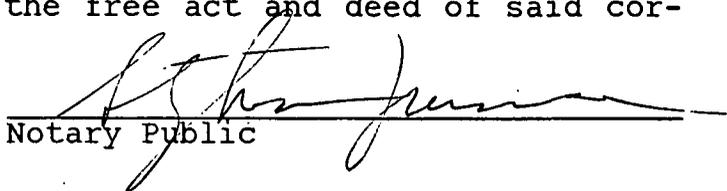
*Allen Walker*

Title: Vice President

K/WK10

COMMONWEALTH OF PENNSYLVANIA )  
 )SS:  
COUNTY OF ALLEGHENY )

On this 13TH day of MARCH, 1980, before me personally appeared JOHN F. McENERY, to me personally known, who being by me duly sworn, says that he is a ATTORNEY-IN-FACT AND ASSISTANT SECRETARY 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

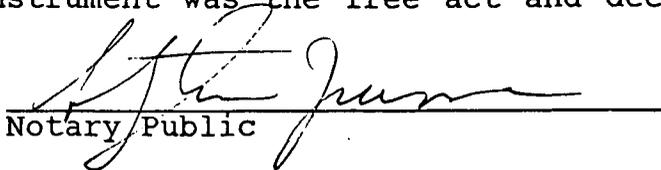
(NOTARIAL SEAL)

My Commission Expires:

STEPHEN J. JURMAN, Notary Public  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES AUG. 30, 1982  
Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA )  
 )SS:  
COUNTY OF ALLEGHENY )

On this 13TH day of MARCH, 1980, before me personally appeared JOHN F. McENERY, to me personally known, who being by me duly sworn, says that he is the ATTORNEY-IN-FACT AND ASSISTANT SECRETARY of Upper Merion and 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 Public

(NOTARIAL SEAL)

My Commission Expires:

STEPHEN J. JURMAN, Notary Public  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES AUG. 30, 1982  
Member, Pennsylvania Association of Notaries