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MAR 20 10 01 AM '80
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RECORDATION NO. 11419-B Filed 1425
540 MADISON AVENUE
NEW YORK, N.Y. 10022
TEL: (212) 838-6670
TWX: 7105815043
CABLE: "GLEWIN"

No. ~~0-0801022~~
Date MAR 20 1980
Fee \$ 20.00
ICC Washington, D. C.

MAR 20 1980 - 10 02 AM
INTERSTATE COMMERCE COMMISSION
March 17, 1980

Office of the Secretary
Recordation Office
Interstate Commerce Commission
Twelfth and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 11420-B Filed 1425
MAR 20 1980 - 10 02 AM
INTERSTATE COMMERCE COMMISSION

Re: Recordation and Filing of Documents pertaining to Prior Recordation Numbers 11419 and 11420

Dear Sirs:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1116 of Title 49 of the Code of Federal Regulations, we request that the enclosed documents be recorded and filed by the Interstate Commerce Commission (the "Commission").

Enclosed herewith are three originals of the documents listed below. We request that one original of each document be recorded and filed in the order listed below. We request that the additional originals be stamped by your office and returned to us.

1. Second Lease Amendment, dated as of January 21, 1980, to Lease of Railroad Equipment, dated as of January 21, 1980, between Emons Industries, Inc., as lessee, and The Connecticut Bank and Trust Company, as lessor in its capacity as trustee under the Trust Agreement referred to in such Lease (the "Trustee") (which lease was recorded by the Commission on January 24, 1980 at 11:15 A.M., Recordation No. 11419).

2. Second Security Agreement Amendment, dated January 21, 1980, to Security Agreement, dated as of January 21, 1980, between Citicorp Industrial Credit, Inc. and the Trustee (which Security Agreement was recorded by the Commission on January 21, 1980 at 11:15 A.M. Recordation No. 11420).

Donna Ellis

15 12

Interstate Commerce Commission
Washington, D.C. 20423

3/20/80

OFFICE OF THE SECRETARY

Melvin S. Slade
Greenberg, Irwin, Pellman, & Slade
540 Madison Avenue
New York, N.Y. 10022

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 **3/20/80** at **10:05am**, and assigned re-
recording number(s). **11419-B & 11420-B**

Sincerely yours,


Agatha L. Mergenovich
Acting Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 11419-B
Filed 1423

MAR 20 1980 - 10 02 AM '80

INTERSTATE COMMERCE COMMISSION

SECOND LEASE AMENDMENT

SECOND LEASE AMENDMENT dated as of January 21, 1980 between THE CONNECTICUT BANK AND TRUST COMPANY, as trustee under the Trust Agreement dated as of January 21, 1980 (together with its successors in such capacity, the "Lessor") and EMONS INDUSTRIES, INC. (the "Lessee").

The Lessor and the Lessee are parties to a certain Lease of Railroad Equipment dated as of January 21, 1980 (the "Original Lease"). A counterpart of the Original Lease was recorded by the Interstate Commerce Commission (the "ICC") on January 24, 1980 and assigned Recordation No. 11419; a counterpart of an amendment to the Original Lease (the "First Lease Amendment") was recorded by the ICC on February 19, 1980 and assigned Recordation No. 11419-A. The Original Lease, as amended by the First Lease Amendment, is referred to herein as the Lease.

The parties desire to amend a certain schedule to the Lease. Both parties hereto are willing to do so upon the terms and conditions hereof. Accordingly, the parties hereto agree as follows:

§1. Amendments. Schedule A to the Lease is amended by deleting the following serial numbers from such schedule:

MPA 37905 through MPA 37917, inclusive; MPA 37926 through MPA 37999, inclusive; MPA 7905 through MPA 7913; inclusive; MPA 7916; MPA 7918 through MPA 7999, inclusive.

§2. Continuation. As amended as provided in §1 hereof, the Lease remains in full force and effect.

§3. Counterparts. This Amendment may be executed in any number of counterparts all of which taken together constitute one and the same amendatory instrument and any of the parties hereto may execute this Amendment by signing any such counterparts.

§4. Governing Law. This Amendment shall be governed by and construed in accordance with the law of the State of New York.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be executed in their respective corporate names by officers thereunto duly authorized, and their respective corporate seals to be affixed and duly attested, all as of the date first above written.

THE CONNECTICUT BANK AND TRUST COMPANY,
as Trustee under the Trust Agreement

[Corporate Seal]
ATTEST:

By: _____
Title: _____

Title: _____ EMONS INDUSTRIES, INC.

[Corporate Seal]
ATTEST:

By: *[Signature]*
Title: V.P.

[Signature]
Title: Asst. Secy.

COMMONWEALTH OF PENNSYLVANIA)

: SS.:

COUNTY OF YORK)

On this day of March, 1980, before me personally appeared *Carl A. Smith*, to me personally known, who, being by me duly sworn, says that he is a *Vice President* of Emons Industries, 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.

Rudger Hawtornie
Notary Public

My commission expires:

Jan 31, 1981

SECOND LEASE AMENDMENT

SECOND LEASE AMENDMENT dated as of January 21, 1980 between THE CONNECTICUT BANK AND TRUST COMPANY, as trustee under the Trust Agreement dated as of January 21, 1980 (together with its successors in such capacity, the "Lessor") and EMONS INDUSTRIES, INC. (the "Lessee").

The Lessor and the Lessee are parties to a certain Lease of Railroad Equipment dated as of January 21, 1980 (the "Original Lease"). A counterpart of the Original Lease was recorded by the Interstate Commerce Commission (the "ICC") on January 24, 1980 and assigned Recordation No. 11419; a counterpart of an amendment to the Original Lease (the "First Lease Amendment") was recorded by the ICC on February 19, 1980 and assigned Recordation No. 11419-A. The Original Lease, as amended by the First Lease Amendment, is referred to herein as the Lease.

The parties desire to amend a certain schedule to the Lease. Both parties hereto are willing to do so upon the terms and conditions hereof. Accordingly, the parties hereto agree as follows:

§1. Amendments. Schedule A to the Lease is amended by deleting the following serial numbers from such schedule:

MPA 37905 through MPA 37917, inclusive; MPA 37926 through MPA 37999, inclusive; MPA 7905 through MPA 7913; inclusive; MPA 7916; MPA 7918 through MPA 7999, inclusive.

§2. Continuation. As amended as provided in §1 hereof, the Lease remains in full force and effect.

§3. Counterparts. This Amendment may be executed in any number of counterparts all of which taken together constitute one and the same amendatory instrument and any of the parties hereto may execute this Amendment by signing any such counterparts.

§4. Governing Law. This Amendment shall be governed by and construed in accordance with the law of the State of New York.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be executed in their respective corporate names by officers thereunto duly authorized, and their respective corporate seals to be affixed and duly attested, all as of the date first above written.

THE CONNECTICUT BANK AND TRUST COMPANY,
as Trustee under the Trust Agreement

[Corporate Seal]
ATTEST:

L.K. Koyabashian
Title: Asst. Treas.

[Corporate Seal]
ATTEST:

Title:

By: [Signature]
Title: [Signature]

EMONS INDUSTRIES, INC.

By: _____
Title: _____

COMMONWEALTH OF PENNSYLVANIA)

: ss.:

COUNTY OF YORK)

On this day of March, 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of Emons Industries, 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

My commission expires:

, 1981

