

GREENBERG IRWIN PELLMAN & SLADE  
COUNSELORS AT LAW

HAROLD GREENBERG  
STEPHEN IRWIN  
STUART M. PELLMAN  
MELVIN S. SLADE  
FREDERICK R. BIEHL  
JOHN F. TRIGOS  
ELLIOTT O. NEFLER  
J. ANDREW RAHL, JR.  
SIDNEY M. SEGALL  
MICHAEL W. STAMM  
AMY SHEERR KAPLAN

RECORDATION NO. 11420-A Filed 1425

RECORDATION NO. 11419-A Filed 1425

540 MADISON AVENUE  
NEW YORK, N.Y. 10022  
TEL (212) 638-8870  
TWX 7106618043  
CABLE "GLEEWIN"

FEB 19 1980 - 11 05 AM

FEB 19 1980 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION FEBRUARY 15, 1980

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

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. First 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. First 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).

*Wenyan*

**GREENBERG IRWIN PELLMAN & SLADE**

Recordation Office  
Interstate Commerce Commission

February 15, 1980  
Page Two

Please assign recordation number 11419A to the document numbered 1 above and recordation number 11420A to the document numbered 2 above.

A check in the amount of \$20.00 has been enclosed with this letter of transmittal to cover the recordation fee.

Please stamp and return the enclosed copy of this letter of transmittal.

If there are any questions with respect to the enclosed or the transactions described therein, telephone Melvin S. Slade or Michael W. Stamm of this office, collect.

Very truly yours,

**GREENBERG IRWIN PELLMAN &  
SLADE**

FIRST LEASE AMENDMENT

RECORDED 11420-A  
(Filed pursuant to Provisions of Revised Interstate Commerce Act) 3/19/80 11:05 am

FIRST 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 "Lease") and 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 adding the serial numbers MPA 31080 through MPA 31099, inclusive, to the original schedule.
- §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:

  
Title: ASSISTANT VICE PRESIDENT

By:   
Title: F. W. Kawam, Vice President

EMONS INDUSTRIES, INC.

[Corporate Seal]  
ATTEST:

By: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Title:

STATE OF NEW YORK )  
                          :   SS.:  
COUNTY OF NEW YORK)

On this *15<sup>th</sup>* day of February, 1980, before me personally appeared **CLARK M. WHITCOMB**, to me personally known, who, being by me duly sworn, says that he is a ~~ASSISTANT VICE PRESIDENT~~ of The Connecticut Bank and Trust Company, that one of the seals affixed to the foregoing 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.

My commission expires: *March 30*, 1981

*Donna M. George*  
Notary Public

**DONNA M. GEORGE**  
**NOTARY PUBLIC, State of New York**  
**No. 50-4894392**  
**Qualified in Nassau County**  
**Certificate filed in New York County**  
**Commission Expires March 30, 1981**



COMMONWEALTH OF PENNSYLVANIA)

: SS.:

COUNTY OF YORK )

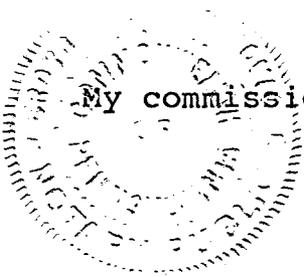
On this *14<sup>th</sup>* day of February, 1980, before me personally appeared *Carl Smith*, to me personally known, who, being by me duly sworn, says that he is a *Vice President* of Emons Industries, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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.

*Ardyce Yanotunovic*  
Notary Public

My commission expires:

MY COMMISSION EXPIRES  
JANUARY 31, 1981  
YORK, YORK COUNTY, PA.

, 1981



FIRST SECURITY AGREEMENT AMENDMENT FEB 19 1980 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

FIRST SECURITY AGREEMENT 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 "Trustee") and CITICORP INDUSTRIAL CREDIT, INC. (the "Secured Party").

The Trustee and the Secured Party are parties to a certain Security Agreement dated as of January 21, 1980 (the "Security Agreement") and desire to amend a certain schedule to Exhibit B to the Security Agreement. 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 Exhibit B to the Security Agreement is amended by adding the serial numbers MPA 31080 through MPA 31099, inclusive, to the original schedule.

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

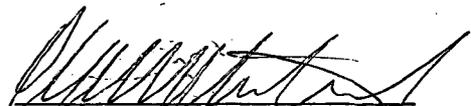
§3. Counterparts. This Amendment may be executed in any number of counterparts all of which taken together constitute one and the same amendatory instrument and any of the parties hereto may execute this Amendment by signing any such counterparts.

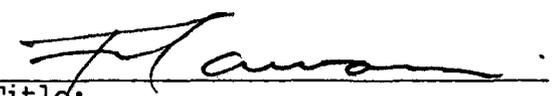
§4. Governing Law. This Amendment shall be governed by and construed in accordance with the law of the State of New York.

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:

  
Title: ASSISTANT VICE PRESIDENT

By:   
Title: F. W. Kawam, Vice President

CITICORP INDUSTRIAL CREDIT, INC.

[Corporate Seal]  
ATTEST:

By: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Title:

RECORDATION No. 11420-A  
(Filed pursuant to the  
Provisions of Section 20c  
Interstate Commerce Act)

FIRST SECURITY AGREEMENT AMENDMENT

FIRST SECURITY AGREEMENT 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 "Trustee") and CITICORP INDUSTRIAL CREDIT, INC. (the "Secured Party").

The Trustee and the Secured Party are parties to a certain Security Agreement dated as of January 21, 1980 (the "Security Agreement") and desire to amend a certain schedule to Exhibit B to the Security Agreement. 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 Exhibit B to the Security Agreement is amended by adding the serial numbers MPA 31080 through MPA 31099, inclusive, to the original schedule.

§2. Continuation. As amended as provided in §1 hereof, the Security Agreement 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:

CITICORP INDUSTRIAL CREDIT, INC.

[Corporate Seal]  
ATTEST:

By: *James J. ...*  
Title: VICE-PRESIDENT

*Kenneth H. Paul*  
Title: \_\_\_\_\_  


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

On this 14<sup>th</sup> day of February, 1980, before me personally appeared JAMES E. SMITH, to me personally known, who, being by me duly sworn, says that he is a VICE-PRESIDENT of Citicorp Industrial Credit, Inc., that one of the seals affixed to the foregoing 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.

My commission expires:

, 1981

*Regina Pietrangolare*  
Notary Public

**REGINA PIETRANGOLARE**  
Notary Public, State of New York  
No. 03-4696607  
Qualified in Bronx County  
Certificate filed in New York County  
Commission Expires March 30, 1981



