

Citicorp  
Global  
Equipment  
Finance  
BLC  
Corporation

A subsidiary of  
Citicorp  
989 East Hillsdale Blvd.  
Suite 300  
Foster City, CA  
94404-2401

415/573-1200  
Fax  
415/573-5669

REGISTRATION NO. 20011-A

**CITICORP** 

OCT 17 1996 11 04 AM

October 15, 1996

OCT 17 11 04 AM '96  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Ms. Janet Fort  
Surface Transportation Board  
12th & Constitution Ave., N.W., Room 2311  
Washington, D.C. 20423

Dear Ms. Fort:

Pursuant to the provisions of Title 49, United States Code, Section 11303, please find enclosed one fully executed original and two certified copies of Rider No. 10 amending the Master Leasing Agreement, dated as of December 6, 1978, between BLC Corporation and Pennsylvania Power & Light Company.

In connection with the recording of the above mentioned document, please note the following information:

- (i) Name and address of Lessor: BLC Corporation, 989 East Hillsdale Blvd., Suite 300, Foster City, CA 94404
- (ii) Name and address of Lessee: Pennsylvania Power & Light Company, Two North Ninth Street, Allentown, PA 18101-1179
- (iii) General description of Railroad Equipment covered by the Master Leasing Agreement: 135 used rail cars as described in Rider No. 8 to the Master Leasing Agreement; and 110 rail cars as further described in the enclosed Rider No. 10 to the Master Leasing Agreement
- (v) Previous filings with the Surface Transportation Board covering the Equipment:

| <u>Document:</u>   | <u>Recordation Date:</u> | <u>Recordation Number:</u> |
|--|--------------------------|----------------------------|
| Master Leasing Agreement, dated as of December 6, 1978, between BLC Corporation and Pennsylvania Power & Light Co. | 4/9/96                   | 20011                      |

October 15, 1996  
Page 2

Enclosed is a check in the amount of \$21.00 to record the enclosed document. When the recording of this document has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them to my attention.

If you require further information to complete this filing, please feel free to contact me at (800) 227-6516 extension 257. Thank you for your assistance in this matter.

Sincerely,



Lori Alonso  
Manager, Contract Services  
and Legal Assistant

Enclosures

cc: Curt A. Schultz

Citicorp  
Global  
Equipment  
Finance  
BLC  
Corporation

A subsidiary of  
Citicorp  
989 East Hillsdale Blvd.  
Suite 300  
Foster City, CA  
94404-2401

415/573-1200  
Fax  
415/573-5669

**CITICORP** 

October 16, 1996

Ms. Janet Fort  
Surface Transportation Board  
12th & Constitution Ave., N.W., Room 2311  
Washington, D.C. 20423

2001-A  
OCT 17 1996 11:04 AM

Dear Ms. Fort:

Pursuant to your telephone message, please find enclosed \$1 to bring our total filing fee to \$22 in connection with the package I sent to you yesterday. Below is the relative filing information for your reference:

- (i) Name and address of Lessor: BLC Corporation, 989 East Hillsdale Blvd., Suite 300, Foster City, CA 94404
- (ii) Name and address of Lessee: Pennsylvania Power & Light Company, Two North Ninth Street, Allentown, PA 18101-1179
- (iii) General description of Railroad Equipment covered by the Master Leasing Agreement: 135 used rail cars as described in Rider No. 8 to the Master Leasing Agreement; and 110 rail cars as further described in the enclosed Rider No. 10 to the Master Leasing Agreement
- (v) Previous filings with the Surface Transportation Board covering the Equipment:

| <u>Document:</u>   | <u>Recordation Date:</u> | <u>Recordation Number:</u> |
|--|--------------------------|----------------------------|
| Master Leasing Agreement, dated as of December 6, 1978, between BLC Corporation and Pennsylvania Power & Light Co. | 4/9/96                   | 20011                      |

If you require further information to complete this filing, please feel free to contact me at (800) 227-6516 extension 257. Thank you for your assistance in this matter.

Sincerely,



Lori Alonso  
Manager, Contract Services  
and Legal Assistant

OCT 17 11 04 AM '96  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

10/17/96

Lori Alonso  
Citicorp Bankers Leasing Corporation  
989 E. Hillside Blvd.  
Ste. 300  
Foster City, CA., 94404

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 10/17/96 at 11:05AM, and assigned recordation number(s) 20011-A.

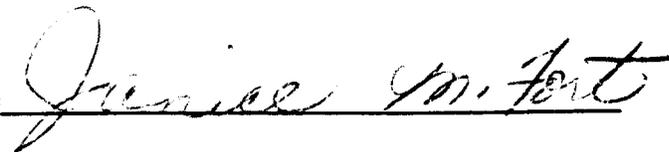
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



**CERTIFICATE**

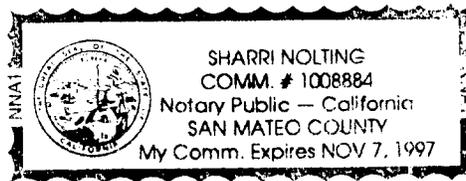
I, Curt A. Schultz, Secretary of BLC Corporation, hereby certify that the attached is a true and correct copy of Rider No. 10 amending the Master Leasing Agreement, dated as of December 6, 1978, between BLC Corporation, as Lessor, and Pennsylvania Power & Light Company, as Lessee.

By *Curt A. Schultz*  
Curt A. Schultz  
Secretary

Date: October 7, 1996

Subscribed and sworn to before  
me this 7th day of October, 1996.

*Shari Nolting*  
Notary Public



20011-A  
OCT 1 1996 10:00 AM

9/30/96

**RIDER NO. 10**

This Agreement, dated as of October 1, 1996, amending the Master Leasing Agreement, dated as of December 6, 1978 (the "Lease"), by and between BLC Corporation, as lessor (hereinafter called "Lessor"), and Pennsylvania Power & Light Company, as lessee (hereinafter called "Lessee").

In consideration of the mutual covenants hereinafter contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Lessor and Lessee hereby agree as follows:

1. Subsection 1(a)(iv) of the Lease is hereby deleted in its entirety and the following Subsection 1(a)(iv) is hereby inserted therefor:

"(iv) used rail cars as further described in Schedules A and A-1 hereto (Railroad Equipment); and"

2. The first sentence of Section 2 of the Lease is hereby deleted and the following sentence is hereby inserted therefor:

"Lessor shall lease to Lessee and Lessee shall lease from Lessor such Equipment as may be mutually agreed upon provided that (i) the aggregate amortized value of Equipment leased by Lessor to Lessee hereunder shall not exceed \$75,000,000 and (ii) the aggregate acquisition cost of the Railroad Equipment leased by Lessor to Lessee hereunder shall not exceed (y) \$1,822,500 with respect to the Railroad Equipment described in Schedule A hereto and (z) \$1,500,000 with respect to the Railroad Equipment described in Schedule A-1 hereto."

3. Schedule A-1 in the form attached hereto is hereby added to the Lease.

4. This Agreement shall be effective as of October 1, 1996.

5. Except as hereinabove set forth, all of the terms and conditions of the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, Lessor and Lessee, through their authorized officers, have duly executed this Rider No. 10 as of the day and year first above written.

Attest:

By *Curt A. Schultz*  
Secretary

BLC CORPORATION, Lessor

By *[Signature]*  
Title **PRESIDENT**

*[Signature]*  
Counsel  
Form Approved

Attest:

By *Alvina M. Kahn*  
ASST. Secretary

PENNSYLVANIA POWER & LIGHT  
COMPANY, Lessee

By *[Signature]*  
Title Vice President - Finance

ACKNOWLEDGEMENT

STATE OF Pennsylvania )  
COUNTY OF Lehigh )

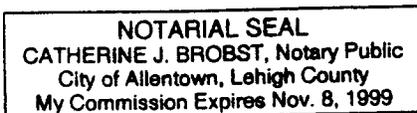
SS:

On 10/4/96, before me, Catherine J. Brobst, personally appeared John R. Biggar, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument as lessee and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

*Catherine J. Brobst*  
Notary Public

My Commission Expires:



ACKNOWLEDGEMENT

STATE OF CALIFORNIA )  
COUNTY OF SAN MATEO )

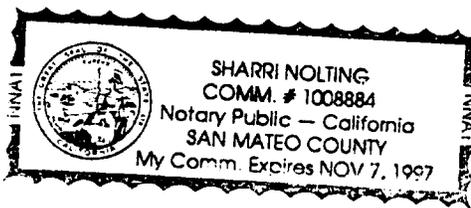
SS:

On October 7, 1996, before me, Sharrri Nolting, Notary Public, personally appeared Robert F. Cunningham, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument as President and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

*Sharrri Nolting*  
Notary Public

My Commission Expires: 11/7/97



**SCHEDULE A-1  
TO RIDER NO. 10  
AMENDING THE  
MASTER LEASING AGREEMENT  
DATED AS OF DECEMBER 6, 1978  
BETWEEN BLC CORPORATION, AS LESSOR  
AND PENNSYLVANIA POWER & LIGHT COMPANY, AS LESSEE**

**DESCRIPTION OF THE RAILROAD EQUIPMENT**

One hundred ten (110) 100-ton Rotary Dump Coal Hopper Cars built by Bethlehem Steel Corporation in July, 1976, with the following car numbers:

PPLX 226;  
PPLX 244;  
PPLX 306;  
PPLX 544;  
PPLX 842;  
PPLX 992 - 1096 (inclusive)