

RECORDATION NO. 20150-K FILED

JAN 26 '01 11-04 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 26, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Schedule A Lease Rate Reduction and Lease Extension, dated as of January 3, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Rail Equipment Lease which was previously filed with the Board under Recordation Number 20150.

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

Lessor: TPS Leasing Company, LLC
1700 Commerce Street
Dallas, Texas 75201

Lessee: Steelton and Highspire Railroad Company
1170 Eighth Avenue
Bethlehem, Pennsylvania 18018

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) flatcars: SH 200 – SH 249 inclusive.

Mr. Vernon A. Williams
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A short summary of the document to appear in the index is:

Lease Rate Reduction and Lease Extension between TPS Leasing Company, LLC, Lessor, and Steelton and Highspire Railroad Company, Lessee, covering fifty (50) flatcars: SH 200 – SH 249 inclusive.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

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"SCHEDULE A' "

SURFACE TRANSPORTATION BOARD

LEASE RATE REDUCTION and LEASE EXTENSION

"Schedule A' " modifies and replaces "Schedule A" in Lease 05/1204/01L. All other "Schedules", terms and conditions of Lease 05/1204/01L dated June 6, 1996; between T P S Leasing Company, LLC and Steelton and Highspire Railroad Company remain the same. The present monthly rental of \$18,864.00 (\$393.00 per Car per month x 48 Railroad Flat Cars) is reduced to \$16,664.00 (\$347.17 per Car per month x 48 Railroad Flat Cars) as of the January 1, 2001 payment; and for the remaining 43 payments of the "initial term" of the Lease. Lease 05/1204/01L is extended until September 2007 (36 months) at the reduced monthly rental. TPS will refund to Steelton and Highspire the \$2,200.00 difference for the January 2001 payment if Steelton and Highspire remits the \$18,864.00 payment amount. TPS will also pay the \$3,537.09 invoice to the lender, for the back rental of Car SH 201, which was destroyed. The Casualty Loss Table per Car is changed by 12 months to reflect the new term of the Lease. This paragraph modifies and replaces the rental paragraph in "Schedule A" in Lease 05/1204/01L defining the the "Initial Term" and the rental amount. The term of this Lease may be extended for an additional sixty months at the Lease expiration, by the Lessee giving the Lessor 180 days written notice prior to the Lease expiration date at the rate of \$FMV per Car per month. At the end of the Lease Extension until terminated by the Lessee by giving the Lessor not less than (2) months prior written notice of termination, the Lease may be automatically extended for 90 day periods at the rental rate of \$FMV per month per Car.

Casualty Loss Table Per Car

| Casualty Value |
|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| MAY 1999 \$24,191 | MAY 2001 \$22,588 | MAY 2002 \$20,799 | MAY 2003 \$18,803 | MAY 2004 \$16,577 | MAY 2005 \$14,092 | MAY 2006 \$11,321 |
| JUN 1999 \$24,064 | JUN 2001 \$22,446 | JUN 2002 \$20,641 | JUN 2003 \$18,627 | JUN 2004 \$16,380 | JUN 2005 \$13,873 | JUN 2006 \$11,076 |
| JUL 1999 \$23,936 | JUL 2001 \$22,303 | JUL 2002 \$20,481 | JUL 2003 \$18,449 | JUL 2004 \$16,181 | JUL 2005 \$13,651 | JUL 2006 \$10,828 |
| AUG 1999 \$23,806 | AUG 2001 \$22,199 | AUG 2002 \$20,320 | AUG 2003 \$18,269 | AUG 2004 \$15,980 | AUG 2005 \$13,427 | AUG 2006 \$10,579 |
| SEP 1999 \$23,676 | SEP 2001 \$22,013 | SEP 2002 \$20,158 | SEP 2003 \$18,048 | SEP 2004 \$15,779 | SEP 2005 \$13,202 | SEP 2006 \$10,327 |
| OCT 1999 \$23,544 | OCT 2001 \$21,866 | OCT 2002 \$19,994 | OCT 2003 \$17,905 | OCT 2004 \$15,575 | OCT 2005 \$12,974 | OCT 2006 \$10,073 |

Casualty Value	Casualty Value	Casualty Value	Casualty Value	Casualty Value	Casualty Value	Casualty Value
NOV 1999 \$23,411	NOV 2001 \$21,788	NOV 2002 \$19,828	NOV 2003 \$17,720	NOV 2004 \$15,369	NOV 2005 \$12,744	NOV 2006 \$ 9,817
DEC 1999 \$23,277	DEC 2001 \$21,568	DEC 2002 \$19,661	DEC 2003 \$17,534	DEC 2004 \$15,161	DEC 2005 \$12,512	DEC 2006 \$ 9,558
JAN 2001 \$23,142*	JAN 2002 \$21,417	JAN 2003 \$19,493	JAN 2004 \$17,346	JAN 2005 \$14,951	JAN 2006 \$12,787	JAN 2007 \$ 9,297
FEB 2001 \$23,005	FEB 2002 \$21,265	FEB 2003 \$18,723	FEB 2004 \$17,156	FEB 2005 \$14,739	FEB 2006 \$12,042	FEB 2007 \$ 9,033
MAR 2001 \$22,867	MAR 2002 \$21,111	MAR 2003 \$19,151	MAR 2004 \$16,965	MAR 2005 \$14,526	MAR 2006 \$11,804	MAR 2007 \$ 8,767
APR 2001 \$22,728	APR 2002 \$20,965	APR 2003 \$18,978	APR 2004 \$16,772	APR 2005 \$14,310	APR 2006 \$11,563	APR 2007 \$ 8,499

*Casualty Value for a Car reflecting Lease Extension.

Casualty Value

MAY 2007 \$ 8,228
 JUN 2007 \$ 7,850

The Casualty Value remains at \$7,850 (The scrap value of an 89' all steel flat Car) during all additional lease extensions.

Accepted this 3 day of January 2001.

Steelton and Highspire Railroad Company

LESSEE:

BY: *Jim Zanni*

PRESIDENT

TITLE:

T P S Leasing Company, LLC

LESSOR: *Thomas T. Toland*

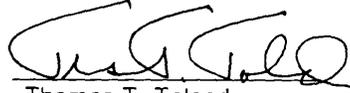
BY: Thomas T. Toland

President

TITLE:

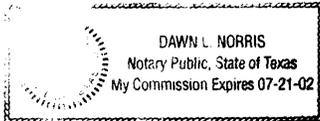
I hereby swear and certify that this is a true, complete, and correct copy of the "Schedule A" Lease Rate Reduction and Lease Extension, dated January 3, 2001, between TPS Leasing Company, LLC as Lessor, and Steelton and Highspire Railroad Company, as Lessee.

Dated: January 25, 2001



Thomas T. Toland
President and Manager

Subscribed and sworn before me on this 25th day of January, 2001.



Notary Public