

Counterpart No. /

RECORDATION NO. 10313-^C_M Filed 1425

EQUIPMENT TRUST AGREEMENT
SUPPLEMENT NO. 2

SEP 26 1979 -1 00 PM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 2, dated September , 1979, between THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), a national banking association (hereinafter called the "Trustee"), as Trustee under the Equipment Trust Agreement hereinafter referred to, and EMONS INDUSTRIES, INC., a New York corporation (hereinafter called the "Company").

The Trustee and the Company have heretofore entered into the Equipment Trust Agreement dated as of April 1, 1979 (the "Original Equipment Trust Agreement", and as the same may be supplemented or modified from time to time, the "Equipment Trust Agreement").

The Equipment Trust Agreement provides for the execution and delivery from time to time of Equipment Trust Agreement Supplements for the purpose of evidencing the subjection and the leasing of specific equipment under the Equipment Trust Agreement as and when delivered by the Trustee to the Company in accordance with the terms thereof.

The Equipment Trust Agreement relates to the equipment described below, and a counterpart of the Original Equipment Trust Agreement has been recorded by the Interstate Commerce Commission on April 26, 1979 and assigned Recordation No. 10313 and a counterpart of Supplement No. 1 to the Original Equipment Trust Agreement has been recorded by the Interstate Commerce Commission on August 27, 1979 and assigned Recordation No. 10313-J.

NOW, THEREFORE, the Trustee and the Company hereby agree as follows:

1. The Trustee hereby delivers and leases to the Company under the Equipment Trust Agreement, and the Company hereby accepts and leases from the Trustee under the Equipment Trust Agreement, the following equipment (the "Delivered Equipment"):

three hundred twenty-two (322) seventy-ton, fifty foot boxcars bearing the following markings:

WLO 528101 and 528102; WLO 528119;
WLO 528123 through 528308, inclusive;
WLO 528324 and 528325; WLO 528330
through WLO 528336, inclusive; WLO
528338 and 528339; MPA 37774 through
37795, inclusive; and CAGY 22200
through 22299, inclusive.

2. The delivery date of the Delivered Equipment is the date of this Equipment Trust Agreement Supplement, as set forth in the opening paragraph hereof.

3. The Delivered Equipment shall be held by the Trustee, pursuant to the terms and conditions set forth in the Equipment Trust Agreement, in trust for the equal and ratable benefit of the registered holders of the Trust Certificates (as defined in the Equipment Trust Agreement) issued pursuant to the Equipment Trust Agreement.

4. The term for the Delivered Equipment shall commence on the delivery date referred to above and shall end on April 1, 1994, unless earlier terminated in accordance with the provisions of the Equipment Trust Agreement.

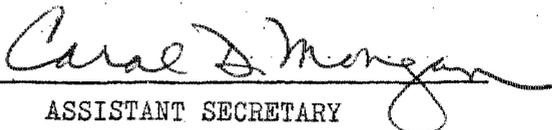
5. The Company hereby agrees to pay the Trustee rental for the Delivered Equipment throughout the terms therefor in accordance with Section 5.04 of the Equipment Trust Agreement.

6. By virtue of the execution and delivery of this Equipment Trust Agreement Supplement, the Trustee has (and is hereby granted by the Company) a security interest in the Delivered Equipment enforceable in accordance with the terms of the Equipment Trust Agreement.

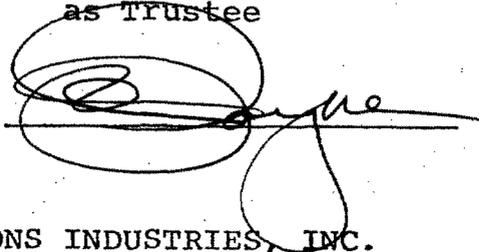
7. All of the terms and provisions of the Equipment Trust Agreement are hereby incorporated by reference in this Equipment Trust Agreement Supplement to the same extent as if fully set forth herein.

IN WITNESS WHEREOF, the Trustee and the Company have caused this Equipment Trust Agreement Supplement to be duly executed as of the day and year first above written and to be delivered in the State of New York.

ATTEST:


ASSISTANT SECRETARY

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION),
as Trustee

By: 

EMONS INDUSTRIES, INC.

ATTEST:



By: 

V. P. Administration

COMMONWEALTH OF PENNSYLVANIA)

: ss.:

COUNTY OF YORK)

On this 24 day of September 1979, before me personally appeared Carl J. Smith, to me personally known, who, being by me duly sworn, says that he is the V.P. Admin of EMONS INDUSTRIES, INC., one of corporations described in and which executed the forgoing instrument; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edgar G. Goulet
NOTARY PUBLIC

My Commission Expires:

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

