

Law Department
RECORDATION NO. 5955-A Filed 1428

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DEC 23 1981 - 10 50 AM
INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION



December 18, 1981

Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101
216 623 2200

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

No. _____
Date DEC 23 1981
File # 20.00
D. C.

Re: First Amendment to Conditional Sale Agreement;
First Amendment to Lease

Dear Ms. Mergenovich:

Enclosed are executed counterparts Nos. 7, 8 and 9 (of 9) of First Amendment dated as of September 1, 1981, among Mercantile-Safe Deposit and Trust Company, P. O. Box 2258, Two Hopkins Plaza, Baltimore, Maryland 21203 (Vendor), Bankers Trust Company, One Bankers Trust Plaza, New York, New York 10015 (Purchaser) and The Baltimore and Ohio Railroad Company, P. O. Box 6419, Cleveland, Ohio 44101 (Guarantor).

The equipment covered by this First Amendment consists of:

75 cabooses, bearing Guarantor's road numbers C-3700 - C-3774, inclusive, AAR Mechanical Designation NE

The enclosed First Amendment amends the Conditional Sale Agreement dated as of January 15, 1971, involving International Ramco, Inc. (Assignor of Vendor), Purchaser and Guarantor, that was recorded in the office of the Secretary of the Interstate Commerce Commission on February 22, 1971, at 12:05 p.m., and assigned recordation number 5955.

Also enclosed are executed counterparts Nos. 7, 8 and 9 (of 9) of First Amendment dated as of September 1, 1981, between Bankers Trust Company (Lessor) and The Baltimore and Ohio Railroad Company (Lessee). The equipment covered by this First Amendment also consists of:

75 cabooses, bearing Lessee's road numbers C-3700 - C-3774, inclusive, AAR Mechanical Designation NE

The enclosed First Amendment amends the Lease dated as of January 15, 1971, involving the Lessor and the Lessee, that was recorded in the office of the Secretary of the ICC on February 22, 1971, at 12:05 p.m., and assigned recordation number 5953.

Also enclosed is a draft of The Baltimore and Ohio Railroad Company in the amount of \$20.00 representing the required recording fees.



The Chessie System Railroads, a unit of CSX Corporation, are the Chesapeake and Ohio Railway, Baltimore and Ohio Railroad, Western Maryland Railway and affiliated lines.

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 U.S.C. § 11303 (formerly Section 20c of the Interstate Commerce Act), as currently administered, you hereby are requested duly to file one of each of the enclosed Amendments for record in your office and to return the remaining four counterparts to me at my above address.

Very truly yours,

A handwritten signature in cursive script that reads "Louis Recher".

Louis Recher
Attorney

LR/lk
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

December 23, 1981

Louis Recher, Attorney
Chessie System Railroads
Terminal Tower
P/O. Box 6419
Cleveland, Ohio 44101

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 12/23/81 at 10:50AM, and assigned re-recording number(s) 5953-A, & 5955-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 5955-A Filed 1428

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INTERSTATE COMMERCE COMMISSION

EXECUTED IN 9 COUNTERPARTS
OF WHICH THIS IS NO. 9

FIRST AMENDMENT

Dated as of September 1, 1981

Among

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

BANKERS TRUST COMPANY, as Trustee

and

THE BALTIMORE AND OHIO RAILROAD COMPANY

SUPPLEMENTING

CONDITIONAL SALE AGREEMENT AND AGREEMENT AND ASSIGNMENT

Both Dated as of January 15, 1971

Involving

INTERNATIONAL RAMCO, INC.,

BANKERS TRUST COMPANY, as Trustee,

THE BALTIMORE AND OHIO RAILROAD COMPANY

and

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent

FIRST AMENDMENT dated as of September 1, 1981, among MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (hereinafter called the Agent), assignee of International RAMCO, Inc., an Illinois corporation (hereinafter called RAMCO), BANKERS TRUST COMPANY, as Trustee under Trust Agreement dated as of January 15, 1971 (hereinafter called the Trustee), and THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation (hereinafter called B&O).

W I T N E S S E T H :

WHEREAS, RAMCO, as vendor, entered into a certain Conditional Sale Agreement dated as of January 15, 1971 (hereinafter called the Conditional Sale Agreement), with the Trustee, as vendee, and B&O, as guarantor, covering 75 bay type cabooses, as set forth in Annex B thereto (hereinafter called the Cabooses); and

WHEREAS, RAMCO assigned its interest in the Conditional Sale Agreement to the Agent pursuant to a certain Agreement and Assignment dated as of January 15, 1971; and

WHEREAS, B&O now desires to effect a change of identifying road numbers of the 75 Cabooses, as permitted in Article 9 of the Conditional Sale Agreement and in compliance with the provisions thereof, and the Agent and the Trustee hereby consent thereto:

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

(1) Annex B to the Conditional Sale Agreement is hereby amended by changing the road numbers of the 75 Cabooses as follows:

<u>OLD NUMBERS (Series)</u>	<u>NEW NUMBERS (Series)</u>
C-3700 - C-3774 (both inclusive)	903700 - 903774 (both inclusive)

(2) B&O at its expense will promptly cause this First Amendment to be filed with the Interstate Commerce Commission.

(3) Except as amended and supplemented hereby, the Conditional Sale Agreement shall remain unaltered and in full force and effect.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be duly executed as of the date first above written.

[Corporate Seal]

Attest: MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent

J. W. Goodmuth
(Title) ASST. CORPORATE TRUST OFFICER

By [Signature]
(Title) ASSISTANT VICE PRESIDENT

[Corporate Seal]

Attest: BANKERS TRUST COMPANY, as Trustee

[Signature]
(Title) Assistant Secretary

By [Signature]
(Title) VICE PRESIDENT

[Corporate Seal]

Attest: THE BALTIMORE AND OHIO RAILROAD COMPANY

[Signature]
Secretary

By [Signature]
Assistant Vice President
and Treasurer

APPROVED AS TO FORM
[Signature]
ATTORNEY

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this *3rd* day of *December*, 1981, before me personally appeared *R. E. Schreiber*, to me personally known who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of *MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY*; 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.

Patricia T. Sileo

Notary Public

[Notarial Seal]

My Commission Expires: *7-1-82*

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

On this *14th* day of *DECEMBER*, 1981, before me personally appeared *I. J. MOSKIE*, to me personally known who, being by me duly sworn, says that he is VICE PRESIDENT of *BANKERS TRUST COMPANY*; 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.

Rosemary Melendez

Notary Public

[Notarial Seal]

My Commission Expires: *3/30/82*

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 30TH day of NOVEMBER, 1981, before me personally appeared L. C. ROIG, JR., to me personally known who, being by me duly sworn, says that he is Assistant Vice President and Treasurer of THE BALTIMORE AND OHIO RAILROAD COMPANY; 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.



CLARA MASUGA
Notary Public
Cuyahoga County, Ohio
My Commission Expires
April 21, 1984

[Notarial Seal]