

R.P. No: 1289

THE CITY OF NEW YORK  
DEPARTMENT OF TRANSPORTATION  
55 Water Street  
New York, New York 10041

REVOCABLE CONSENT AGREEMENT (Owner)  
(Modification)

WHEREAS The New York City Department of Transportation (the "Grantor"), by a revocable consent agreement dated July 1, 2008 (the "Consent") granted the Brooklyn Historic Railway Association, having its principal place of business at 599 East 7th Street, Brooklyn, NY 11218 (the "Grantee") consent to use and maintain a railroad tunnel, together with two public entrances, a manhole and ventilators, (the "Structure") in Atlantic Avenue from east of Columbia Street to west of Boerum Place, in the Borough of Brooklyn. The Consent will expire by limitation on June 30, 2018; and

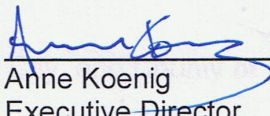
IT IS HEREBY AGREED:

1. The Consent is hereby modified as follows:
  - (a) The Consent is amended to include the attached Maintenance and Protection of Traffic Plan submitted by Grantee (the "MPT Plan"). The Grantee shall comply with all provisions of the MPT Plan every time that Grantee accesses the Structure through the entrance on the roadway. Should Grantee fail to do so, Grantor may exercise all rights available to it, including its right to terminate the Consent. Grantee shall be solely responsible for all costs and expenses related to its operations, including implementation of the MPT Plan.
  - (2) The terms of this amendment shall be effective on the date of execution of this amendment and shall continue in full force and effect for the life of the Consent.
  - (3) Except as modified herein, the terms and conditions of the Consent shall remain in full force and effect throughout the term of the Consent.
  - (4) All provisions of the Consent shall apply to the MPT Plan, including but not limited to, the indemnity and hold harmless provision, and the insurance provisions.

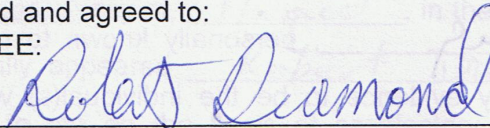
2009-031222

In Witness Whereof, the parties hereunder have caused this amendment to a revocable consent to be executed.

GRANTOR:  
NYC DEPARTMENT OF TRANSPORTATION  
DIVISION OF FRANCHISES, CONCESSIONS & CONSENTS

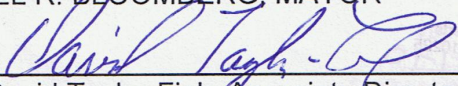
By:   
Anne Koenig  
Executive Director

Accepted and agreed to:  
GRANTEE:

By:   
(Signature)  
Robert Diamond  
(Print Name of Signatory)  
President  
(Title)

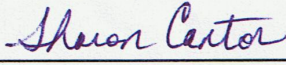
August 25 2009  
(Date)

The foregoing amendment is hereby approved.  
MICHAEL R. BLOOMBERG, MAYOR

By:   
David Taylor-Fink, Associate Director for Program Administration  
Mayor's Office of Contract Services

Dated, New York 9/8/, 2009

Approved as to form  
Certified as to legal authority.

By:   
Acting Corporation Counsel  
AUG 21 2009  
(Date)