

7742-B

RECORDATION NO. Filed & Recorded

JUN 23 1975 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of June 1, 1975, among MANUFACTURERS HANOVER TRUST COMPANY, as Trustee (hereinafter called the Trustee), and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION (hereinafter called the Owner), as Trustee under a Trust Agreement dated as of October 1, 1974, with Chrysler Financial Corporation, and TRAILER TRAIN COMPANY (hereinafter called the Lessee).

WHEREAS the Trustee and the Owner have entered into an Equipment Trust Agreement dated as of December 1, 1974 (hereinafter called the Equipment Trust Agreement), covering the sale, assignment and transfer to the Trustee of security title to the railroad equipment described in Schedule A thereto (hereinafter called the Equipment);

WHEREAS the Equipment Trust Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 16, 1974, at 2:50 p.m. and assigned recordation number 7742;

WHEREAS the Owner and the Lessee have entered into a Lease of ~~Railroad~~ Equipment dated as of October 1, 1974, as amended by an Amendment Agreement dated as of December 1, 1974 (said Lease, as so amended, being hereinafter called the

Lease), covering the Equipment;

WHEREAS the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on October 17, 1974, at 9:40 a.m. and assigned recordation number 7538-F;

WHEREAS the Owner and the Trustee have entered into an Assignment of Lease and Agreement dated as of December 1, 1974 (hereinafter called the Lease Assignment);

WHEREAS certain units of Equipment have not been delivered and settled for in accordance with the terms and conditions of the Equipment Trust Agreement and the Lease and, by such terms and conditions, are excluded from the Equipment Trust Agreement and the Lease (such units being hereinafter called the Excluded Units);

WHEREAS the Trustee and the Owner now desire to amend the Equipment Trust Agreement as provided therein to show for the public record the units of Equipment specifically covered thereby and the exclusion therefrom of the Excluded Units; and

WHEREAS the Owner and the Lessee now desire to amend the Lease as provided therein to show for the public record the units of Equipment specifically covered thereby *and* the exclusion therefrom of the Excluded Units;

NOW, THEREFORE, in consideration of the mutual cov-

enants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A of the Equipment Trust Agreement is hereby amended and restated in its entirety as set forth in Schedule A hereto.

2. Schedule A of the Lease is amended and restated in its entirety as set forth in Schedule A hereto.

3. The Lease Assignment is hereby amended to permit the foregoing amendment to the Lease as though originally set forth therein.

4. Except as amended hereby, the Equipment Trust Agreement and the Lease shall remain unaltered and in full force and effect.

5. The Owner will promptly cause this Supplement to be filed, recorded and deposited in like manner as the Equipment Trust Agreement and the Lease.

6. This Amendment may be executed in counterparts, and it shall not be necessary for each party to execute the same counterpart so long as each party shall execute one counterpart which shall be delivered to the other parties hereto, provided, however, that the counterpart delivered to the Trustee shall be deemed to be the original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers

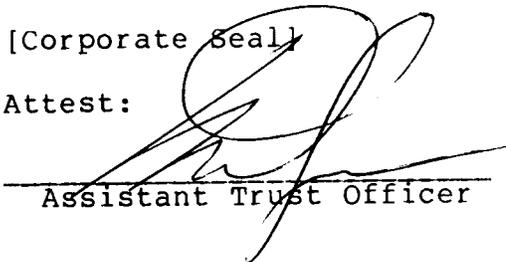
thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MANUFACTURERS HANOVER TRUST COMPANY,
as Trustee
by

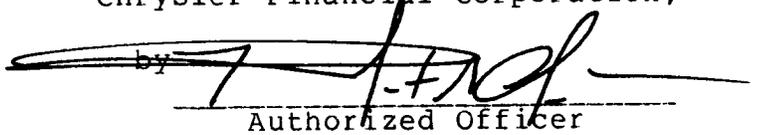

Vice President

[Corporate Seal]

Attest:


Assistant Trust Officer

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION,
as Trustee under a Trust Agreement
dated as of October 1, 1974, with
Chrysler Financial Corporation,

by 
Authorized Officer

[Corporate Seal]

Attest:


Authorized Officer

TRAILER TRAIN COMPANY,

by


Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:


Assistant Secretary

STATE OF UTAH ,)
) ss.:
COUNTY OF SALT LAKE,)

On this *6th* day of *June* 1975, before me personally appeared *Robert S. Clark*, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Walter J. Langefeld
Notary Public

[NOTARIAL SEAL]

My Commission expires

July 22, 1978

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
154	89'4" 70-ton capacity, standard draft gear, standard level flat car equipped with nitches	255566-255683, 604005, 604130, 604171, 604175, 604181, 604208-604211, 604214, 604225, 604227, 604229, 604234, 604238, 604242, 604244, 604247, 604249-604251, 604253-604255, 604257, 604261, 604262, 604267-604271, 604273, 604282, 604293, 604302
184	89'4" 70-ton capacity, hydraulic draft gear, standard level all purpose flat car	971940-971948, 978093-978250, 978253-978255, 978257-978260, 978263, 978264, 978266, 978267, 978272, 978276, 978278, 978280, 978282, 978283, 978289
33	60' 70-ton capacity, hydraulic draft gear, standard level bulk- head flat car with lading strap anchors	97463-97480, 97482-97486, 97488-97495, 97497, 97498
128	89'4" 70-ton capacity, hydraulic draft gear low level flat car	850200-850321, 850324, 850327, 850330-850333