

RECORDATION NO. 7829-4 Filed & Recorded

NOV 25 1975 -4 22 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of July 15, 1975, between FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as Trustee under a Trust Agreement dated as of June 1, 1974 (hereinafter called the "Trustee"), and NATIONAL RAILROAD PASSENGER CORPORATION (hereinafter called the "Railroad").

WHEREAS the Trustee and the Railroad are parties to a Sale and Lease Back Agreement dated as of June 1, 1974 (hereinafter called the "Sale and Lease Back Agreement");

WHEREAS the Sale and Lease Back Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on February 10, 1975, at 3:25 p.m., and was assigned recordation number 7829-A; and

WHEREAS the parties hereto desire to amend the Sale and Lease Back Agreement in certain respects.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Sale and Lease Back Agreement is hereby amended by deleting subparagraph (b) of Article 3 thereof and substituting the following therefor:

"(b) to assume and pay the instalments of the Conditional Sale Indebtedness (hereinafter called the Condi-

tional Sale Indebtedness), as defined in the Conditional Sale Agreement, including interest thereon and prepayments thereof required or permitted by the last paragraph of Article 3 of the Conditional Sale Agreement in respect of such item of Equipment; and".

2. Each and every reference in the Sale and Lease Back Agreement to the Trust Agreement, the Leases and the Conditional Sale Agreement shall be deemed to refer to such documents as amended to the date hereof.

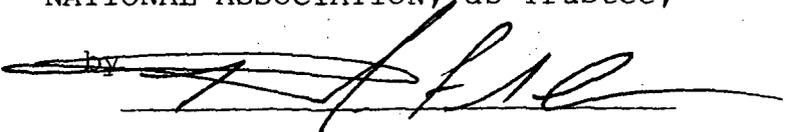
3. The Railroad will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

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

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers hereunto duly authorized, and their respective corporate seals duly attested to be hereunto affixed as of the day and year first above written.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Trustee,

[Corporate Seal]

by 

Attest:



NATIONAL RAILROAD PASSENGER
CORPORATION,

[Corporate Seal]

by Don L. Brazier

Attest:

Elyse G. Warden

Approval of Administrator

The ~~Deputy~~ Federal Railroad Administrator on behalf of the Secretary of the Department of Transportation of the United States of America does hereby approve the foregoing Amendment Agreement.

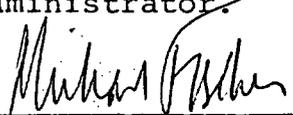

Deputy Federal Railroad Administrator

Attest:



CITY OF WASHINGTON)
) ss.:
DISTRICT OF COLUMBIA)

On this 25th day of November 1975, before me personally appeared Asaph H. Hall, to me personally known who being by me duly sworn, says that he is the ~~Deputy~~ Federal Railroad Administrator, that the foregoing instrument was signed by him by authority duly delegated to him by the Secretary of Transportation; and he acknowledged that the execution of the foregoing instrument was his free act and deed as the Deputy Federal Railroad Administrator.



Notary Public

My Commission Expires January 14, 1979

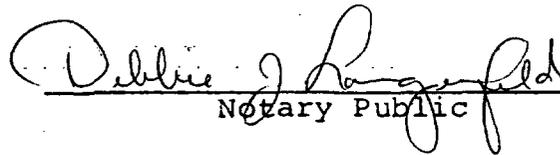
[Notarial Seal]

My Commission expires

STATE OF UTAH

COUNTY OF SALT LAKE

On this 18th day of July 1975, before me personally appeared Robert S. Clark, to me personally known, who being by me duly sworn, said that he is a Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association 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 association.

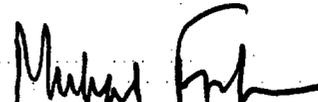

Notary Public

[Notarial Seal]

My Commission expires July 22, 1978

CITY OF WASHINGTON)
) ss.:
DISTRICT OF COLUMBIA)

On this 25TH day of ~~July~~ ^{NOVEMBER} 1975, before me personally appeared DON R. BRAZIER, to me personally known, who being by me duly sworn, said that he is *Vice President - Finance* of NATIONAL RAILROAD PASSENGER CORPORATION, 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.



Notary Public

[Notarial Seal]

My Commission expires

My Commission Expires January 14, 1979