

OCT 2 1975-10 50 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of October 1, 1975, among SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called the Railroad), PACCAR INC (hereinafter called the Builder) and METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Assignee).

WHEREAS the Railroad, the Builder and other parties named therein have entered into a Conditional Sale Agreement dated as of March 1, 1975 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Builder, the Assignee and other parties named therein have entered into an Agreement and Assignment dated as of March 1, 1975 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 28, 1975, at 3:15 p.m., and assigned recordation number 7876; and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement by (a) excluding certain units of Equipment (as defined in the Conditional Sale Agreement) now included in Schedule B of the Conditional Sale Agreement and substituting therefor certain other units not heretofore so included (b) and by changing the price of certain units of

Equipment now included in said Schedule B;

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

1. Item (b) on page 1 of Schedule B of the Conditional Sale Agreement is hereby amended (a) to exclude 389 60' 100-ton flat cars numbered SP 507016 through 507404, inclusive, (b) to change the Unit Base Price and the Total Base Price on the 250 50' 100-ton insulated boxcars numbered SP 699500 through 699749, inclusive, to \$39,870.37 and \$9,967,593, respectively, and (c) to add the following two sets of units of railroad equipment to those set forth therein:

(i) Type: 52'6" 100-ton all steel bottom gondola cars with end-of-car cushioning

Quantity: 200

Builder's Specifications: PC-402, dated April 18, 1975, as amended

Builder's Plant: Renton, Washington

Railroad's Numbers (inclusive): SP 338200-  
338399

Unit Base Price: \$30,847

Total Base Price: \$6,169,400

Time and Place of Delivery: October-November 1975, at Builder's Plant

(ii) Type: 100-ton, 2300 cu. ft. open top hopper cars

Quantity: 286

Builder's Specifications: PC-404 dated April 18,  
1975

Builder's Plant: Renton, Washington

Railroad's Numbers (inclusive): SP 465700-  
466985

Unit Base Price: \$26,674

Total Base Price: \$7,628,764

Time and Place of Delivery: January-February  
1976, at Builder's  
Plant

2. The Total Cost of the Equipment as set forth on page 2 of Schedule B is hereby amended to read \$50,065,339.

3. The Assignment is hereby amended to permit the aforesaid amendments to the Conditional Sale Agreement as though originally set forth therein.

4. The Railroad will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

5. Although this Amendment Agreement is dated for convenience as of the date first set forth above and shall be effective as of such date, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

6. Except as amended hereby, the Conditional Sale Agreement and the Assignment 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 thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY,

by Robert J. McLean  
Vice President and Treasurer

[Corporate Seal]

Attest: [Signature]  
Assistant Secretary

PACCAR INC,

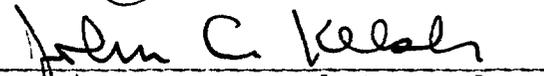
by [Signature]  
Vice President & Treasurer

[Corporate Seal]

Attest: [Signature]  
Assistant Secretary

METROPOLITAN LIFE INSURANCE COMPANY,

by   
Vice President

by   
Assistant General Counsel

[Corporate Seal]

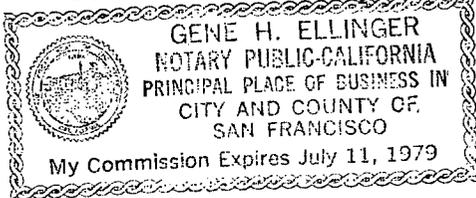
Attest:

  
Assistant Secretary

DANIEL W. ALLEN

STATE OF CALIFORNIA, )  
 ) ss.:  
CITY AND COUNTY OF SAN FRANCISCO, )

On this *30th* day of September 1975, before me personally appeared Robert J. McLean, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SOUTHERN PACIFIC TRANSPORTATION 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.



[Notarial Seal]

My Commission Expires

*July 11, 1979*

*Gene H. Ellinger*  
\_\_\_\_\_  
Notary Public



