

JUL 30 1975 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of July 1, 1975, between TRUST COMPANY BANK (hereinafter called the Lessor), as Trustee under a Trust Agreement dated as of January 1, 1975, with Ford Motor Credit Company (hereinafter called the Beneficiary) and TRAILER TRAIN COMPANY (hereinafter called the Lessee).

WHEREAS the Lessor and the Lessee have entered into a Lease of Equipment dated as of January 1, 1975 (hereinafter called the Lease);

WHEREAS the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 31, 1975, at 3:45 p.m., and was assigned recordation number 7878;

WHEREAS the parties hereto now desire to amend the Lease;

WHEREAS Manufacturers Hanover Trust Company, as assignee under an Assignment of Lease and Agreement dated as of January 1, 1975, has given its consent to this Amendment Agreement as evidenced by its consent attached hereto; and

WHEREAS the Beneficiary authorizes and instructs the Lessor to execute this Amendment Agreement

as evidenced by its instruction attached hereto.

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

1. The Lease is hereby amended as follows:
 - a. The first paragraph of §2 of the Lease is hereby amended by deleting the number "4.8087" therefrom and substituting the number "4.5779" therefor.
 - b. The schedule of Casualty Value Percentages set forth in the third paragraph of § 6 of the Lease is hereby deleted and restated in its entirety as set forth in Schedule A hereto.
2. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 15 of the Lease.
3. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.
4. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument, and shall be effective as of January 1, 1975.

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.

TRUST COMPANY BANK, as Trustee,

by

R. M. Bell
Authorized Officer

[Corporate Seal]

Attest:

Donaldson
Authorized Officer

TRAILER TRAIN COMPANY,

by

Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:

Assistant Secretary

INSTRUCTION OF BENEFICIARY TO TRUSTEE

Trust Company Bank
25 Park Place
Atlanta, Georgia 30302

Attention of Trust Department

Dear Sirs:

Reference is made to a Trust Agreement dated as of January 1, 1975, between the undersigned and you, as Trustee (the Trust Agreement). We instruct you to enter into an Amendment Agreement dated as of July 1, 1975, to the Lease (as defined in the Trust Agreement) in the form to which this instruction is attached.

Very truly yours,

FORD MOTOR CREDIT COMPANY,

[Corporate Seal]

by _____

Attest:

Title: _____

Date: _____

WRITTEN CONSENT

Manufacturers Hanover Trust Company, as assignee under an Assignment of Lease and Agreement dated as of January 1, 1975, hereby gives its written consent to the Amendment Agreement dated as of July 1, 1975, between Trust Company Bank, as Trustee, and Trailer Train Company with respect to the Lease (as defined in said Amendment Agreement), in the form to which this Consent is attached.

MANUFACTURERS HANOVER TRUST COMPANY,

[Corporate Seal]

by _____

Attest: _____

Title: _____

Date: _____

SCHEDULE A

<u>Rental Payment Date</u>	<u>Percentage</u>
1	107.8027
2	108.4222
3	108.7344
4	108.8345
5	108.7162
6	108.4086
7	101.2341
8	100.5488
9	99.6814
10	98.6501
11	90.7906
12	89.4496
13	87.9589
14	86.2750
15	77.7408
16	75.6911
17	73.4733
18	71.0844
19	68.5804
20	66.0228
21	63.4088
22	60.7356
23	57.9999
24	55.1985
25	52.3280
26	49.3846
27	46.3646
28	43.2640
29	40.0785
30	36.8037
31	33.4349
32	29.9673
33	26.3955
34	22.7143
35	18.9179
36	15.0000

AMENDMENT AGREEMENT, dated as of July 1, 1975, between TRUST COMPANY BANK (hereinafter called the Lessor), as Trustee under a Trust Agreement dated as of January 1, 1975, with Ford Motor Credit Company (hereinafter called the Beneficiary) and TRAILER TRAIN COMPANY (hereinafter called the Lessee).

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2. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 15 of the Lease.

3. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

4. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument, and shall be effective as of January 1, 1975.

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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.

TRUST COMPANY BANK, as Trustee,

by

Authorized Officer

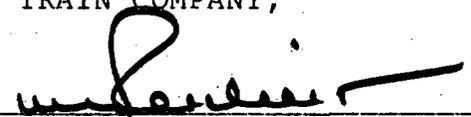
[Corporate Seal]

Attest:

Authorized Officer

TRAILER TRAIN COMPANY,

by



Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:



Assistant Secretary

INSTRUCTION OF BENEFICIARY TO TRUSTEE

Trust Company Bank
25 Park Place
Atlanta, Georgia 30302

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MANUFACTURERS HANOVER TRUST COMPANY,

[Corporate Seal]

by

Attest:

Title: _____

Date: _____

SCHEDULE A

<u>Rental Payment Date</u>	<u>Percentage</u>
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TRUST COMPANY BANK, as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

TRAILER TRAIN COMPANY,

by

Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:

Assistant Secretary

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this day of 1975, before me personally appeared
to me personally known, who, being by me duly sworn, says
that he is Vice President-Finance and Treasurer of TRAILER
TRAIN 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.

Notary Public

My Commission expires

INSTRUCTION OF BENEFICIARY TO TRUSTEE

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25 Park Place
Atlanta, Georgia 30302

Attention of Trust Department

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Very truly yours,

FORD MOTOR CREDIT COMPANY,

[Corporate Seal]

by

Attest:

Title: _____

Date: _____

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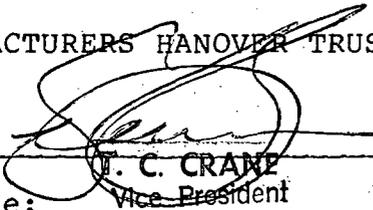
[Corporate Seal]

by

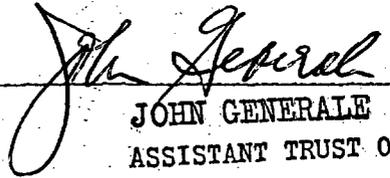
Attest:

Title:

Date:


T. C. CRANE
Vice President

JUL 25 1975


JOHN GENERALE
ASSISTANT TRUST OFFICER

SCHEDULE A

<u>Rental Payment Date</u>	<u>Percentage</u>
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[Corporate Seal]

Attest:

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Vice President-Finance
and Treasurer

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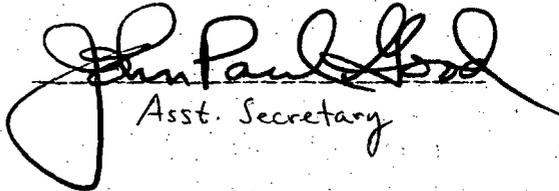
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Very truly yours,

FORD MOTOR CREDIT COMPANY,

[Corporate Seal]

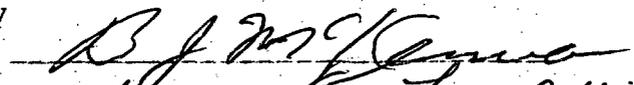
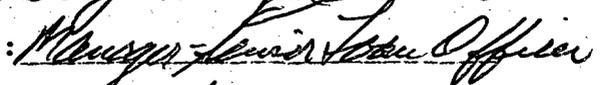
Attest:


Asst. Secretary

by

Title:

Date:



July 23, 1975

WRITTEN CONSENT

Manufacturers Hanover Trust Company, as assignee under an Assignment of Lease and Agreement dated as of January 1, 1975, hereby gives its written consent to the Amendment Agreement dated as of July 1, 1975, between Trust Company Bank, as Trustee, and Trailer Train Company with respect to the Lease (as defined in said Amendment Agreement), in the form to which this Consent is attached.

MANUFACTURERS HANOVER TRUST COMPANY,

[Corporate Seal]

by

Attest:

Title: _____

Date: _____

SCHEDULE A

<u>Rental Payment Date</u>	<u>Percentage</u>
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