

WILMER, CUTLER & PICKERING

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November 16, 1978

REGISTRATION NO. 921A

NOV 16 1978 - 2 15 PM

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EZEKIEL G. STOODARD
WILLIAM C. GIFFORD
COUNSEL

Amendment Dated as of November 14, 1978
Amending Transfer Agreement
Filed with the ICC under Recordation No. 9421

Dear Sir:

Enclosed for filing with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 (formerly Section 20c of the Interstate Commerce Act) is the above-captioned Amendment dated as of November 14, 1978. The parties to the Amendment are:

First Security Bank of Utah, N.A.
79 South Main Street
Sale Lake City, Utah 84111

First Security State Bank
P.O. Box 30007
Salt Lake City, Utah 84125

The Amendment to Transfer Agreement corrects certain hulk numbers as listed therein, amending the Transfer Agreement dated as of April 1, 1978, between First Security State Bank, as Trustee, and First Security Bank of Utah, N.A., as Agent, which was recorded pursuant to Section 20c of the Interstate Commerce Act with the ICC on June 2, 1978 under Recordation No, 9421.

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one copy of the Amendment for your files. It is requested that the

C. Overly
J. Gifford

8-320ACB3
No.
Date NOV 15 1978
Fee \$
ICC Washington, D. C.

- 2 -

remaining counterparts be delivered to the bearer of this letter. A check in the amount of \$10.00 is enclosed in payment of the applicable filing fee.

Very truly yours,



Allen H. Harrison, Jr.
As Agent for Seaboard Coast Line
Railroad Company

Mr. H.G. Homme, Jr.,
Acting Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423

Encls.

10A

RECORDATION NO. 9421-A

NOV 16 1978 - 3 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO TRANSFER AGREEMENT

November 14, 1978

First Security Bank of Utah, N.A.,
not in its individual capacity
but solely as Agent,
79 South Main Street
Salt Lake City, UT 84111

Attn: Trust Department
Corporate Trust Division

Gentlemen:

We have entered into a Transfer Agreement dated April 1, 1978, (hereinafter called the Transfer Agreement) which was filed and recorded with the Interstate Commerce Commission on June 2, 1978, at 2:55 p.m., and assigned Recordation No. 9421. Attached to the Transfer Agreement as Annex I is a description and road numbers of the Hulks to be reconstructed. Annex I of the Transfer Agreement is hereby amended to read as follows:

<u>Quantity</u>	<u>Description</u>	<u>To Be Selected from Series Bearing SCL Road Numbers</u>
50	50' 70-ton Box Cars	815000/815199
100	77-ton Covered Hopper Cars	747200/747999 830000/830549 748450/748849

By signing a copy of the letter as hereinafter provided, you will thereby assign to the undersigned all right, title and interest to the above-described Hulks.

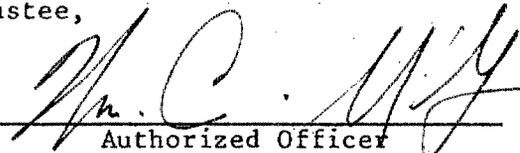
Except as amended hereby, the Transfer Agreement remains unaltered and in full force and effect.

This Amendment may be executed in any number of counterparts, which together shall constitute but one instrument.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as to the date hereof.

Very truly yours,

FIRST SECURITY STATE BANK,
not personally but solely as
Trustee,

By 
Authorized Officer

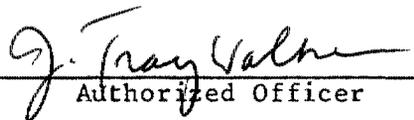
[Corporate Seal]

Attest:

By 
Authorized Officer

ACCEPTED:

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity
but solely as Agent,

By 
Authorized Officer

[Corporate Seal]

Attest:

By 
Authorized Officer

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

On this 15 day of Nov 1978, before me personally appeared WILLIAM C. MCGREGOR, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY STATE BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and 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 a free act and deed of said corporation.

Verma L. De Gra
Notary Public

[NOTARIAL SEAL]
By commisison expires:
My Commission Expires November 15, 1981

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

On this 15 day of Nov 1978, before me personally appeared J. TRACY WALKER, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said national banking association and that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said national banking association.

Verma L. De Gra
Notary Public

[NOTARIAL SEAL]
By commisison expires:
My Commission Expires November 15, 1981
