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INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS AND AMENDMENT,
dated as of October 1, 1975, by and among
LOUISVILLE AND NASHVILLE RAILROAD COMPANY
(hereinafter called the Railroad), BETHLEHEM
STEEL CORPORATION (hereinafter called the
Builder), and MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as agent (hereinafter called
the Assignee).

WHEREAS the Railroad and the Builder have entered
into a Conditional Sale Agreement dated as of May 1, 1975
(hereinafter called the Original Conditional Sale Agreement);

WHEREAS the Builder and the Assignee have entered
into an Agreement and Assignment dated as of May 1, 1975
(hereinafter called the Original Assignment);

WHEREAS the Original Conditional Sale Agreement was
filed and recorded with the Interstate Commerce Commission
pursuant to Section 20c of the Interstate Commerce Act on
June 2, 1975, at 12:40 p.m., and was assigned recordation
number 7940;

WHEREAS the Original Assignment was filed and
recorded with the Interstate Commerce Commission pursuant
to Section 20c of the Interstate Commerce Act on June 23,
1975 at 9:30 a.m., and was assigned recordation number
7940-A;

WHEREAS the Original Conditional Sale Agreement and the Original Assignment have been amended by an Amendment Agreement dated as of October 1, 1975, among the parties hereto (the Original Conditional Sale Agreement and the Original Assignment, as so amended, being hereinafter called the Conditional Sale Agreement and the Assignment, respectively);

WHEREAS the road numbers of the Railroad assigned to certain units of railroad equipment have been incorrectly set forth in the Conditional Sale Agreement; and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement to correctly state the road numbers of such units for the public record;

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

1. The Conditional Sale Agreement is hereby amended to substitute in Schedule B thereto the road numbers 521438, 521447 and 521497 for the road numbers 521312, 521406, and 521499, respectively, with the same effect as though originally set forth therein.
2. Schedule B to the Conditional Sale Agreement, as amended hereby, is restated as set forth in Exhibit A hereto.
3. The Assignment is hereby amended to permit the

aforesaid amendment 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. 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.

LOUISVILLE AND NASHVILLE RAILROAD COMPANY,

[Corporate Seal]

by

[Signature]
ASST. Vice President

Attest:

[Signature]
~~Assistant Secretary~~
ATTESTING OFFICER

BETHLEHEM STEEL CORPORATION,

[Corporate Seal]

by

[Signature]
Vice President

Attest:

[Signature]
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND TRUST,
COMPANY, as agent,

[Corporate Seal]

by


Assistant Vice President

Attest:


Corporate Trust Officer

STATE OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON,)

On this 7th day of November 1975, before me personally appeared *N. A. Stew*, to me personally known, who being by me duly sworn, says that he is *asst. Vice President* of LOUISVILLE AND NASHVILLE RAILROAD 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.

Sharon W. Bowles

Notary Public

[Notarial Seal]

My Commission expires

July 26, 1978

Exhibit A

SCHEDULE B

Type	AAR Mechanical Designation	Builder's Specifications	Builder's Plant	Quantity	Unit Base Price	Total Base Price	Road Numbers (Inclusive)	Estimated Time and Place of Delivery
100-ton Open Top Hopper Car	HT	3400-398, February 14, 1975	Johnstown, Pennsylvania	250	\$ 29,500	\$ 7,375,000	195950-196199	Prior to September 1, 1975, at Builder's Plant
80-ton Open Top Hopper Car	HT	3400-380, April 11, 1975	Johnstown, Pennsylvania	442	24,500	10,829,000	52150-521311, 521313-521333, 521335-521372, 521374-521402, 521404, 521405, 521407-521494, 521497, 521498	<i>MSY</i>

\$18,204,000