

RECORDATION NO. 7957-A Filed & Recorded

OCT 28 1975 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of October 9, 1975, between THRALL CAR MANUFACTURING COMPANY (hereinafter called the Manufacturer) and TRAILER TRAIN COMPANY, (hereinafter called the Company).

WHEREAS, the Manufacturer and the Company have entered into a Manufacturing Agreement dated as of June 1, 1975, filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 12, 1975, recordation number 7957; and

WHEREAS, the parties hereto desire to amend the Manufacturing Agreement:

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

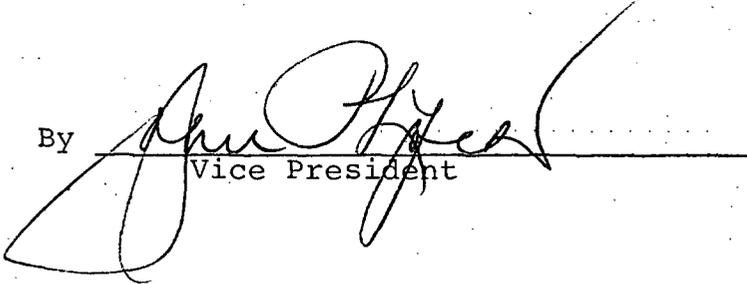
1. The Manufacturing Agreement is hereby amended to delete from Annex A thereto, thirty-two (32), 60 foot, 70 ton capacity, hydraulic draft gear, standard level flat cars equipped with heavy duty turnbuckles and chains (HTTX type) numbered 97971 through 98002.

2. The Manufacturing Agreement, except as amended hereby, shall remain unaltered and in full force and effect.

3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

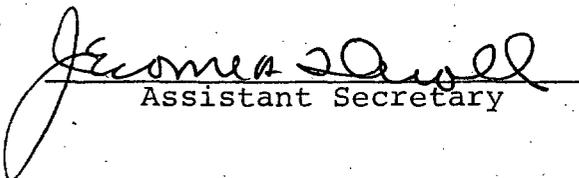
IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THRALL CAR MANUFACTURING COMPANY

By 
Vice President

(Corporate Seal)

Attest:


Assistant Secretary

TRAILER TRAIN COMPANY

By 
Assistant Treasurer

(Corporate Seal)

Attest:


Assistant Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 9th day of October, 1975, before me personally appeared R.E. Zimmerman, to me personally known, who, being by me duly sworn says that he is the Assistant 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

(NOTARIAL SEAL)

My Commission Expires: 6/26/76

