

RECORDATION NO. 8121-E Filed & Recorded

*for d & c files*

EXECUTED IN 9 COUNTERPARTS OF WHICH THIS IS COUNTERPART No. 7

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JAN 22 1976 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of November 1, 1975, between GSCX SECOND EQUIPMENT CORPORATION, an Ohio corporation (the "Nominee"), and GREENVILLE STEEL CAR COMPANY, a Pennsylvania corporation (the "Company").

WHEREAS the Nominee and the Company have entered into a Nominee Agreement dated as of November 1, 1975 (hereinafter called the Nominee Agreement);

WHEREAS the Nominee and the Company have entered into an Assignment and Agreement dated as of November 1, 1975 (hereinafter called the Assignment);

WHEREAS the Nominee and the Company now desire to amend the Nominee Agreement and the Assignment to correct the references to the state of incorporation of the Nominee and the Company;

NOW, THEREFORE, this Agreement witnesseth: That in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by the Company to the Nominee, the receipt of which is hereby acknowledged, as well as the mutual covenants herein contained, the Nominee and the Company do hereby declare, acknowledge and agree as follows:

1. The Nominee Agreement is hereby amended by restating the introductory paragraph as follows:

"NOMINEE AGREEMENT dated as of November 1, 1975, between GSCX SECOND EQUIPMENT CORPORATION, an Ohio corporation (the 'Nominee') and Greenville Steel Car Company, a Pennsylvania corporation (the 'Company')."

2. The Assignment is hereby amended by restating the introductory paragraph as follows:

"NOMINEE AGREEMENT dated as of November 1, 1975, between GSCX SECOND EQUIPMENT CORPORATION, an Ohio corporation (the 'Nominee') and GREENVILLE STEEL CAR COMPANY, a Pennsylvania corporation (the 'Company')."

3. Except as amended hereby, the Nominee Agree-

ment and Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the date or dates set forth in the acknowledgments annexed hereto.

GSCX SECOND EQUIPMENT CORPORATION,

[Corporate Seal]

by JAM Amity  
President

Attest:

[Signature]  
Secretary

GREENVILLE STEEL CAR COMPANY,

[Corporate Seal]

by A. F. Swoody  
President

Attest:

[Signature]  
Secretary

COMMONWEALTH OF PENNSYLVANIA, )  
 ) ss.:  
COUNTY OF ALLEGHENY, )

On this *19th* day of *Nov.* 1975, before me personally appeared J. H. McANULTY, to me personally known, who, being by me duly sworn, says that he is the President of GSCX SECOND EQUIPMENT CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed 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

Mary T. Weinhelmer, Notary Public  
Pittsburgh, Allegheny County, Pennsylvania  
My Commission Expires January 24, 1978

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA, )  
 ) ss.:  
COUNTY OF ALLEGHENY, )

On this 19th day of November, 1975, before me personally appeared A. F. Sarosdy, to me personally known, who, being by me duly sworn, says that he is the President of GREENVILLE STEEL CAR COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed 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.

Mary E. Dugas  
Notary Public

[Notarial Seal]

**MARY E. DUGAS, Notary Public**  
Pittsburgh, Allegheny County, Pa.  
My Commission Expires Dec. 20, 1975.