

8253-B
RECORDATION NO. 8253-B Filed & Recorded

MAY 20 1976 -3 22 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of May 1, 1976, among AMERICAN RAIL BOX CAR COMPANY (hereinafter called the Lessee), UNITED STATES TRUST COMPANY OF NEW YORK (hereinafter called the Owner-Trustee), as Trustee under a Trust Agreement dated as of March 1, 1976 with General Electric Credit Corporation and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (hereinafter called the Vendor).

WHEREAS the Lessee and the Owner-Trustee have entered into a Lease of Railroad Equipment dated as of March 1, 1976 (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 30, 1976, at 4:35 p.m., and was assigned recordation number 8253;

WHEREAS the Lease has been assigned as collateral security by the Owner-Trustee to the Vendor pursuant to an Assignment of Lease and Agreement dated as of March 1, 1976 (hereinafter called the Lease Assignment);

WHEREAS the Lease Assignment was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 30, 1976, at 4:35 p.m., and was assigned recordation number 8253-A; and

WHEREAS the parties hereto now desire to amend the Lease.

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

1. Schedule A to the Lease is hereby amended to add thereto nine (9) 50'6" 70-ton capacity general service box cars numbered 21351 through 21359. ✓

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

3. The Lease Assignment is hereby amended to permit the aforesaid amendments as though originally set forth therein.

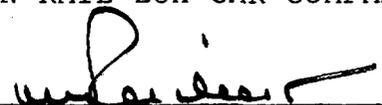
4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 15 of the Lease.

5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

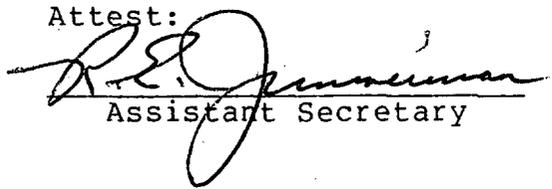
IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate

seals, duly attested, to be hereunto affixed as of the day and year first above written.

AMERICAN RAIL BOX CAR COMPANY,

by 
Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:

Assistant Secretary

UNITED STATES TRUST COMPANY
OF NEW YORK, as Trustee,

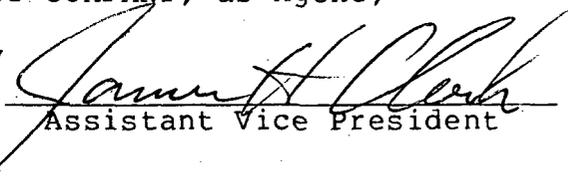
by 
Assistant Vice President

[Corporate Seal]

Attest:

Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by 
Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

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

On this *11TH* day of May 1976, before me personally appeared N. V. Reichert, to me personally known, who being by me duly sworn, says that he is Vice President-Finance and Treasurer of AMERICAN RAIL BOX CAR 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

My Commission Expires June 28, 1978

CONSENT AND AGREEMENT

The undersigned hereby consents to the foregoing Amendment Agreement and agrees that the term "Lease", as used in the Guaranty Agreement dated as of March 1, 1976, between the undersigned and United States Trust Company of New York, as trustee, shall mean the Lease of Railroad Equipment dated as of March 1, 1976, as amended by the foregoing Amendment Agreement.

UNION PACIFIC RAILROAD COMPANY,

by

A handwritten signature in cursive script, appearing to read "W. S. Cook", is written over a horizontal line.

Vice President