

RECORDATION NO.

8254-B

MAY 20 1976 - 8 30 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of May 1, 1976, among PULLMAN INCORPORATED (Pullman Standard Division) (hereinafter called the Builder), AMERICAN RAIL BOX CAR COMPANY (hereinafter called the Vendee), UNION PACIFIC RAILROAD COMPANY (hereinafter called the Guarantor), and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (hereinafter called the Vendor).

WHEREAS the Builder, the Vendee and the Guarantor have entered into a Conditional Sale Agreement dated as of March 15, 1976 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Conditional Sale Agreement 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 8254;

WHEREAS the Conditional Sale Agreement has been assigned by the Builder to the Vendor pursuant to an Agreement and Assignment dated as of March 15, 1976 (hereinafter called the Assignment);

WHEREAS the 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 8254-A; and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement.

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

1. Annex B to the Conditional Sale Agreement is hereby amended to exclude therefrom nine (9) 50'6" 70-ton capacity general service box cars numbered 21351 through 21359.

2. Except as hereby amended, the Conditional Sale Agreement shall remain in full force and effect.

3. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

4. The Owner-Trustee 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. 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.

PULLMAN INCORPORATED
(Pullman Standard Division),

by Thomas Glaser
Vice President-Freight Unit DRW

[Corporate Seal]

Attest:

William O. O'Keefe
Assistant Secretary

AMERICAN RAIL BOX CAR COMPANY,

by [Signature]
Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:

R. E. Zimmerman
Assistant Secretary

UNION PACIFIC RAILROAD COMPANY,

by W. S. Cook
Vice President

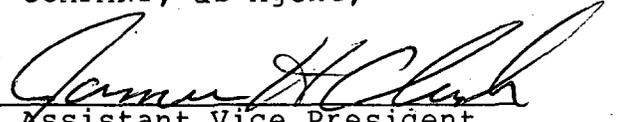
[Corporate Seal]

Attest:

A. N. Olson
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

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this *17th* day of May 1976, before me personally appeared *H. S. Cook*, to me personally known, who being by me duly sworn, says that he is a Vice President of Union Pacific 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.

Elizabeth L. Vella

Notary Public

[Notarial Seal]

My Commission expires

ELIZABETH L. VELLA
Notary Public, State of New York
No. 30-6451300
Qualified in Nassau County
Certificate Filed in N. Y. Co. Clk's Office
Commission Expires March 30, 1978

