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LOUISVILLE & NASHVILLE RAILROAD COMPANY

908 W. BROADWAY • LOUISVILLE, KENTUCKY 40203 TELEPHONE (502) 587-5235

LAW DEPARTMENT

April 14, 1977

DAVID M. YEARWOOD
GENERAL ATTORNEY

Mr. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 8275-B
Filed & Recorded Date APR 22 1977
APR 22 1977 - 1 55 PM
7-112A122
FOO 8 78

Dear Mr. Secretary:

INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

There is transmitted to you herewith for filing and recordation, pursuant to Section 20c of the Interstate Commerce Act, duly executed counterparts of a letter Amendment to Transfer Agreement dated February 28, 1977 from American Security and Trust Company, N. A., as Trustee, whose address is 15th Street and Pennsylvania Avenue, N. W., Washington, D. C. 20013, addressed to and accepted by, First Security Bank of Utah, National Association, as Agent, whose address is 79 South Main Street, Salt Lake City, Utah 84111.

This Amendment to Transfer Agreement dated February 28, 1977 amends Annex I of that Transfer Agreement dated February 1, 1976 which was filed and recorded with the Interstate Commerce Commission on April 6, 1976 and assigned Recordation No. 8275-B.

By this Amendment to Transfer Agreement dated February 28, 1977, Annex I of that Transfer Agreement dated February 1, 1976 is amended to exclude and release from the terms and provisions of said Transfer Agreement the equipment described in the attachment to this letter.

Attached hereto is a draft in the amount of \$10 payable to the Treasurer of the United States to cover the prescribed recordation fee for said Amendment.

Countdown
Ernest L. Clark

This letter of transmittal is signed by an officer of the Louisville and Nashville Railroad Company designated for the purpose hereof who has knowledge of the matters set forth herein.

After recordation, please return the recorded counterparts of said Amendment to:

Mr. David M. Yearwood
General Attorney
Louisville and Nashville Railroad Company
908 West Broadway
Louisville, Kentucky 40203

Respectfully yours,

LOUISVILLE AND NASHVILLE RAILROAD COMPANY

By David M. Yearwood
David M. Yearwood
General Attorney

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<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>
60	50-Ton Box Cars	MON 1487 1748 L&N 12121 12122 12165 12183 12352 12411 12501 12538 12700 46105 46106

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>
60	50-Ton Box Cars (Cont'd)	L&N 46139 46152 46154 46163 46169 46180 46193 97180 97294 97317 97393 97410 97474 97537 97853 97883 97887 97930 98028 98229 98409 98411 98426 99762 99768 99797 106510 106525 106530 106531 106535 106550 106555 106562 106563 106571 107180 108034 108430 108464 108481 108548

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>	
60	50-Ton Box Cars (Cont'd)	L&N	109214 109237 109301 109338 109386
21	70-Ton Box Cars	L&N	99661 100092 100110 100223 100334 100640 100729 101056 101085 101093 102023 102025 102031 102040 103116 103145 103166 103282 103551 103582 103591
8	100-Ton Box Cars	L&N	105002 105026 105028 105035 105037 105043 107516 107524

RECORDATION NO. *8275-B* Filed & Recorded

APR 22 1977 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO TRANSFER AGREEMENT

February 28, 1977

First Security Bank of Utah,
National Association, not in
its individual capacity but
solely as Agent
79 South Main Street
Salt Lake City, Utah 84111

Gentlemen:

We have entered into a Transfer Agreement dated February 1, 1976 (hereinafter called the Transfer Agreement) which was filed and recorded with the Interstate Commerce Commission on April 6, 1976, at 2:55 P. M., and assigned Recordation No. 8275-B. An Amendment thereto dated December 15, 1976, was filed and recorded with the Interstate Commerce Commission on January 17, 1977, at 9:25 a.m., and assigned Recordation No. 8275-G. Attached to the Transfer Agreement as Annex I is a description and road numbers of the Hulks to be reconstructed. Because the Builder is unable to complete the reconstruction of 89 Hulks prior to April 1, 1977, we will amend Annex I of the Transfer Agreement to exclude from its terms and provisions the following Hulks:

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>
60	50-Ton Box Cars	MON 1487 1748 L&N 12121 12122 12165 12183 12352 12411 12501 12538 12700 46105 46106

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>	
60	50-Ton Box Cars (Cont'd)	L&N	46139 46152 46154 46163 46169 46180 46193 97180 97294 97317 97393 97410 97474 97537 97853 97883 97887 97930 98028 98229 98409 98411 98426 99762 99768 99797 106510 106525 106530 106531 106535 106550 106555 106562 106563 106571 107180 108034 108430 108464 108481 108548

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>	
60	50-Ton Box Cars (Cont'd)	L&N	109214 109237 109301 109338 109386
21	70-Ton Box Cars	L&N	99661 100092 100110 100223 100334 100640 100729 101056 101085 101093 102023 102025 102031 102040 103116 103145 103166 103282 103551 103582 103591
8	100-Ton Box Cars	L&N	105002 105026 105028 105035 105037 105043 107516 107524

By signing a copy of the letter as hereinafter provided you will thereby assign to the undersigned all right, title and interest to the above described Hulks.

Except as amended hereby, the Transfer Agreement remains unaltered and in full force and effect.

This Amendment may be executed in any number of counterparts, which together shall constitute but one instrument.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date hereof.

Very truly yours,

AMERICAN SECURITY AND TRUST COMPANY, N. A.,
as Trustee

By 
Vice President and Trust Officer

(Corporate Seal)

Attest:


Authorized Officer

ACCEPTED:

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, not
in its individual capacity
but solely as Agent,


Authorized Officer

DISTRICT OF COLUMBIA) SS:

On this 11th day of APRIL 1977, before me personally appeared R.D. LARSON, to me personally known, who, being by me duly sworn, says that he is A VICE PRESIDENT of AMERICAN SECURITY AND TRUST COMPANY, N. A., that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association 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 association.

Gregory M. Philbrick
Notary Public

My Commission expires 6-30-81.

(NOTARIAL SEAL)

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this 8 day of april ~~March~~ 1977, before me personally appeared ROBERT S. CLARK, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association 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 association.

Arthur B. Fisher
Notary Public

My Commission expires November 21, 1979.