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LOUISVILLE & NASHVILLE RAILROAD COMPANY

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

LAW DEPARTMENT

DAVID M. YEARWOOD
GENERAL ATTORNEY

April 14, 1977

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

RECORDATION NO. 8275-K
Filed & Recorded Date APR 22 1977
7-112A123
APR 22 1977 - 1 55 PM
Fee \$ 10
INTERSTATE COMMERCE COMMISSION
100 Washington, D. C.

Dear Mr. Secretary:

There is transmitted to you herewith for filing and recordation, pursuant to Section 20c of the Interstate Commerce Act, duly executed counterparts of an Amendment Agreement dated as of February 28, 1977 among First Security Bank of Utah, National Association, as Agent, whose address is 79 South Main Street, Salt Lake City, Utah 84111, L&N Investment Corporation, whose address is 908 West Broadway, Louisville, Kentucky 40203, and American Security and Trust Company, N. A., as Trustee, whose address is 15th Street and Pennsylvania Avenue, N. W., Washington, D. C. 20013.

This Amendment Agreement dated as of February 28, 1977 amends that Reconstruction and Conditional Sale Agreement dated as of February 1, 1976 which was filed and recorded with the Interstate Commerce Commission on April 6, 1976 and assigned Recordation No. 8275.

By this Amendment Agreement dated as of February 28, 1977, Schedule A of that Reconstruction and Conditional Sale Agreement dated as of February 1, 1976 is amended to exclude and release from the terms and provisions of said Reconstruction and Conditional Sale Agreement the equipment described in the attached Annex A.

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.

Charles J. 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

Annex A to Amendment Agreement
dated as of February 28, 1977

<u>Quantity</u>	<u>Description</u>	<u>Reconstruction Cost each</u>	<u>Road Number</u>
1	50 ton Box Car	10,673.	111684
2	50 ton Box Cars	11,754. 10,672.	110854 110882
9	50 ton Box Cars	8,983.	13118 13119 13122 13124 13128 13141 13154 13163 13191
9	50 ton Box Cars	10,832.	13100 13101 13105 13106 13107 13110 13111 13112 13114
7	50 ton Box Cars	10,219.	96808 96812 96817 96824 96828 96832 111787
3	50 ton Box Cars	8,407.	111800 111805 111807
5	50 ton Box Cars	11,868.	110694 110734 110792 110793 110795

<u>Quantity</u>	<u>Description</u>	<u>Reconstruction Cost each</u>	<u>Road Number</u>
3	50 ton Box Cars	11,054.	111536 111538 111540
1	70 ton Box Cars	11,054.	112261
6	70 ton Box Cars	10,447.	112214 112215 112222 112233 112957 112968
7	70 ton Box Cars	11,514.	112245 112247 112249 112258 113048 113053 113055
6	100 ton Box Cars	11,137.	114019 114026 114027 114029 114030 114033
10	50 ton Box Cars	11,138.	111811 111816 111818 111819 111820 111824 111825 111826 111827 111829
1	50 ton Box Car	11,915.	111532
2	100 ton Box Cars	10,701.	113901 113903

<u>Quantity</u>	<u>Description</u>	<u>Reconstruction Cost each</u>	<u>Road Number</u>
5	50 ton Box Cars	8,975.	111545 111592 111596 111597 111666
5	50 ton Box Cars	10,631.	111626 111637 111652 111657 111661
7	70 ton Box Cars	9,506.	112976 112978 112979 112983 112986 112989 112991

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INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of February 28, 1977, among FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as Agent (hereinafter called the Vendor), L&N INVESTMENT CORPORATION (hereinafter called the Builder) and AMERICAN SECURITY AND TRUST COMPANY, N.A., as Trustee (hereinafter called the Vendee).

WHEREAS the parties hereto have entered into a Reconstruction and Conditional Sale Agreement dated as of February 1, 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 April 6, 1976, at 2:55 p.m., and assigned Recordation No. 8275 and an Amendment Agreement dated as of August 16, 1976, was filed and recorded with the Interstate Commerce Commission on September 17, 1976, at 1:20 p.m., and assigned Recordation No. 8275-F;

WHEREAS the Builder is unable to complete the reconstruction of 89 Box Cars prior to the Cut-Off Date; and

WHEREAS the parties hereto now desire further to amend the Conditional Sale Agreement as heretofore amended.

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

Schedule A of the Conditional Sale Agreement as heretofore amended is hereby amended so as to delete there-
from the cars described in the attached Annex A.

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

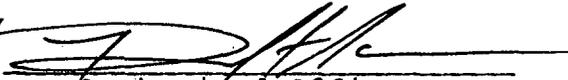
The Vendee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

This Amendment Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by duly authorized officers

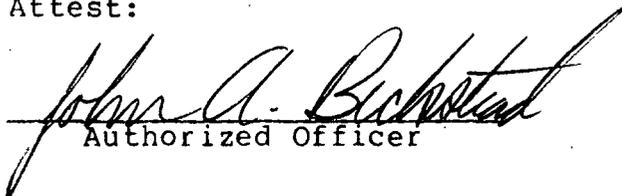
and their corporate seals to be hereunto affixed, duly attested, as of the date first above written.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Agent,

by 
Authorized Officer

[Corporate Seal]

Attest:


Authorized Officer

L&N INVESTMENT CORPORATION,

by 
President

[Corporate Seal]

Attest:

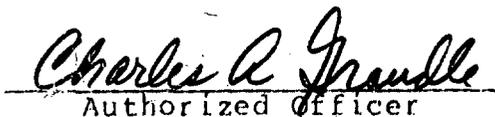

Attesting Officer

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

by 
Vice President

[Corporate Seal]

Attest:


Authorized Officer

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.



Notary Public

[Notarial Seal]

COMMONWEALTH OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON,)

On this ~~7th~~ ^{April} day of ~~March~~ 1977, before me personally appeared Chester R. Lapeza, to me personally known, who, being by me duly sworn, says that he is Vice President of L&N INVESTMENT CORPORATION, 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.

Sharon W. Bowles
Notary Public
Notary Public, State at Large
My commission expires July 26, 1978

[Notarial Seal]

DISTRICT OF COLUMBIA,)
) ss.:
)

On this ~~11th~~ ^{April} day of ~~March~~ 1977, before me personally appeared R. D. Larson, to me personally known, who, being by me duly sworn, says that he is 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 June 30, 1981

[Notarial Seal]

Annex A to Amendment Agreement
dated as of February 28, 1977

<u>Quantity</u>	<u>Description</u>	<u>Reconstruction Cost each</u>	<u>Road Number</u>
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2	50 ton Box Cars	11,754. 10,672.	110854 110882
9	50 ton Box Cars	8,983.	13118 13119 13122 13124 13128 13141 13154 13163 13191
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