

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

LAW DEPARTMENT
701 COMMERCE STREET
DALLAS, TEXAS 75202

WILLIAM A. THIE
GENERAL COUNSEL
JOE C. CRAWFORD
GENERAL SOLICITOR

ARTHUR M. ALBIN
GENERAL ATTORNEY
MICHAEL E. ROPER
COMMERCE COUNSEL

8-272A084 214-651-6736

Date SEP 29 1978

Fee \$ 50

ICC Washington, D. C.

9723 IN REPLY REFER TO: 410.043-37
RECORDATION NO. Filed 1978 September 22, 1978

Mr. H. G. Homme, Jr.
Acting Secretary

SEP 29 1978 12 20 PM

Interstate Commerce Commission
Washington, DC 20423

Re: Conditional Sale Agreement dated as of September 22, 1978,
between General Motors Corporation (Electro-Motive Division)
and Missouri-Kansas-Texas Railroad Company, assigned to
Texas Commerce Bank National Association, covering Purchase
of 4 Diesel Electric Locomotives

Dear Mr. Homme:

In accordance with the provisions of Section 20c of the Interstate
Commerce Act and rules and regulations approved and prescribed by the Interstate
Commerce Commission pursuant thereto, there are submitted for filing and re-
cording five executed counterparts of the Conditional Sale Agreement dated as
of September 22, 1978, between General Motors Corporation (Electro-Motive Div-
ision) as Manufacturer and Seller, LaGrange, Illinois 60525, and Missouri-
Kansas-Texas Railroad Company, Purchaser, designated as "Railroad" therein,
701 Commerce Street, Dallas, Texas 75202, which Conditional Sale Agreement was
assigned by Agreement and Assignment of even date by Manufacturer to Texas
Commerce Bank National Association, 1925 Southland Center, Dallas, Texas 75201,
said Conditional Sale Agreement covering the purchase by the Railroad of four
diesel electric locomotives, which locomotives have been assigned MKT Recording
Numbers 607, 608, 609, and 610.

Please return to me three file-marked copies of the Conditional Sale
Agreement for distribution to the parties. I am enclosing a cashier's check
in the amount of \$50 to cover the prescribed fee for recording this instrument.

I certify that I have knowledge of the matters set forth herein.

Very truly yours,

Arthur M. Albin

AMA:vas
Enclosures

cc: Mr. Lee Straus, Vice President
Texas Commerce Bank National Association
Mr. W. H. Thomas, Administrator-Contracts
General Motors Corporation (Electro-Motive Division)

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SEP 29 12 22 PM '78
FBI - CIVIL RIGHTS

William A. Thie
Joe C. Crawford

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

Excerpt from Minutes of Meeting of Board of Directors
Held in Dallas, Texas
June 16, 1978

RECORDATION NO. 9723
SEP 20 1978 12 22 PM
INTERSTATE COMMERCE COMMISSION

* * * * *

RESOLVED, that the President be, and he hereby is, authorized to acquire under Conditional Sale Agreement four General Motors Corporation (Electro-Motive Division) Model SD40-2 diesel electric locomotives manufactured by said Corporation for a total consideration of approximately \$2,580,000 plus estimated freight charges of \$7,250, with approximately \$2,188,800 to be financed by said Conditional Sale Agreement.

RESOLVED, that the action of officers in executing and delivering on behalf of this Company a purchase order with General Motors Corporation (Electro-Motive Division) for the purchase of the four locomotives referred to in the foregoing resolution, is hereby approved, ratified and confirmed.

RESOLVED, that the President, or any Vice President of this Company, be, and each of them hereby is, authorized and empowered to execute and deliver on behalf of this Company a Conditional Sale Agreement and Assignment Agreement between General Motors Corporation (Electro-Motive Division) and Texas Commerce Bank National Association and this Company, providing for the financing of approximately \$2,188,800 of the full purchase price of the four locomotives referred to in the foregoing resolutions by said Bank, payable in thirty-one consecutive quarterly installments in principal amount of approximately \$45,600 each and a final payment of approximately \$775,200, with interest on the amount of the balance remaining unpaid from time to time at the rate of one and one-half percentage points per annum over the prime interest rate of Texas Commerce Bank National Association as it exists on the principal payment date for the next succeeding quarter but at a rate of not less than 6 3/4% per annum or more than 12 1/4% per annum.

RESOLVED, that the President, Vice Presidents, and other proper officers of this Company, be, and they hereby are, authorized and empowered to execute such other agreements and documents and to do all such other acts as may be necessary or appropriate or as advised by counsel to consummate the purchase and financing of the four locomotives referred to in the foregoing resolutions.

* * * * *

I, J. T. Bass, Assistant Secretary of the Missouri-Kansas-Texas Railroad Company, a Delaware corporation, DO HEREBY CERTIFY the above to be a true and correct reproduction of excerpt from Minutes of Meeting of the Board of Directors of said Company held in Dallas, Texas on June 16, 1978, at which a quorum was present and acting throughout, and as of the date hereof the action of the Board is still in full force and effect.

(CORPORATE SEAL)

Dated: Dallas, Texas
September 22, 1978


Assistant Secretary

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

LAW DEPARTMENT
701 COMMERCE STREET
DALLAS, TEXAS 75202

214-651-6736

8-328A789

RECORDATION NO. 9723-A
Filed 11/25

NOV 24 1978 - 1 40 PM

ARTHUR M. ALBIN
GENERAL ATTORNEY
MICHAEL E. ROPER
COMMERCE COUNSEL

INTERSTATE COMMERCE COMMISSION
November 22, 1978

IN REPLY REFER TO: 410.043-37

Date NOV 24 1978

Fee \$ 10.00

ICC Washington, D.C.

WILLIAM A. THIE
GENERAL COUNSEL
JOE C. CRAWFORD
GENERAL SOLICITOR

Mr. H. G. Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Conditional Sale Agreement dated as of Sept. 22, 1978, between General Motors Corporation (Electro-Motive Division) and Missouri-Kansas-Texas Railroad Company, assigned to Texas Commerce Bank National Association covering Purchase of 4 Diesel Electric Locomotives; ICC RECORDATION NO. 9723

Dear Mr. Homme:

In accordance with the provisions of Title 49 USC 11303 of the Interstate Commerce Act and the rules and regulations approved and prescribed by the Interstate Commerce Commission pursuant thereto, there are submitted herewith for filing and recordation five copies of an Amendment to the Conditional Sale Agreement dated as of September 22, 1978, between General Motors Corporation (Electro-Motive Division), as manufacturer, and Missouri-Kansas-Texas Railroad Company, as purchaser (hereinafter called "Railroad"), which Conditional Sale Agreement was assigned by Agreement and Assignment dated as of September 22, 1978, to Texas Commerce Bank National Association (hereinafter called "Bank"). Said Conditional Sale Agreement and Agreement and Assignment covered the purchase by the Railroad of four (4) locomotives bearing MKT Recording Numbers 607, 608, 609, and 610. This Amendment amends the aforesaid agreements to permit the use of said locomotives in unit train service on the lines of other railroads within the continental United States.

The aforesaid Conditional Sale Agreement and Agreement and Assignment was filed with the ICC on September 29, 1978, and assigned Recordation No. 9723.

Please return three file-marked copies to me at the above address for distribution to the parties concerned. I am enclosing a cashier's check in the amount of \$10 payable to the Interstate Commerce Commission to cover the prescribed fee for filing and recording this Amendment.

I certify that I have knowledge of the matters set forth herein.

Very truly yours,

Arthur M. Albin

Arthur M. Albin

FEE OPERATION BR.
I.C.C.

NOV 24 1 40 PM '78

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AMA:vas
Enclosures

RECORDATION NO. 9753-A Filed 1425

AMENDMENT TO CONDITIONAL SALE
AGREEMENT AND AGREEMENT AND ASSIGNMENT NOV 24 1978 - 1 40 PM
DATED AS OF SEPTEMBER 22, 1978

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS:

THIS AMENDMENT TO CONDITIONAL SALE AGREEMENT AND AGREEMENT AND ASSIGNMENT entered into as of the 17th day of November, 1978, between TEXAS COMMERCE BANK NATIONAL ASSOCIATION (hereinafter called the "Bank") and MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, a Delaware corporation (hereinafter called "Railroad");

W I T N E S S E T H that:

WHEREAS, Railroad entered into and executed a Conditional Sale Agreement with General Motors Corporation (Electro-Motive Division) dated as of September 22, 1978, for the purchase of four (4) diesel electric locomotives; and

WHEREAS, said Conditional Sale Agreement was assigned by Agreement and Assignment dated as of September 22, 1978, by General Motors Corporation (Electro-Motive Division), Manufacturer, to Texas Commerce Bank National Association; and

WHEREAS, Railroad desires to use one or more of said locomotives in unit train operations traversing other lines of railroad within the United States, and Bank is agreeable to same;

NOW, THEREFORE, for and in consideration of the mutual benefits to be derived by the parties hereto, it is agreed between them as follows:

I.

Said Conditional Sale Agreement dated as of September 22, 1978, assigned by Agreement and Assignment dated as of September 22, 1978, is hereby amended and supplemented by adding the following provision at the end of Section 12 of said Conditional Sale Agreement, to wit:

In addition, so long as Railroad shall not be in default under the Conditional Sale Agreement or Agreement and Assignment, said locomotives, or any of them, may be operated on the trackage of any other railroad within the boundaries of the continental United States for and in connection with unit train operations or purposes, also subject however to all of the terms and conditions contained in said Conditional Sale Agreement and Agreement and Assignment.

II.

Except as amended and supplemented hereby, all other terms and provisions of said Conditional Sale Agreement and Agreement and Assignment shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first stated above.

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

By Karl R. Ziebarth
Vice President

ATTEST:

[Signature]
Assistant Secretary

TEXAS COMMERCE BANK NATIONAL ASSOCIATION

By Lee Straus
Vice President

STATE OF TEXAS }
COUNTY OF DALLAS } ss.

On this 17th day of November, 1978, before me personally appeared Karl R. Ziebarth, to me personally known, who, being by me duly sworn, says that he is Vice President of MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, that one of the seals affixed to the foregoing 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.

Ruth Murdoch
Notary Public in and for Dallas County,
Texas

My Commission expires 12-31-78.

STATE OF TEXAS }
COUNTY OF DALLAS } ss.

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Lee E. Straus, Vice President,

known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said TEXAS COMMERCE BANK NATIONAL ASSOCIATION, a national banking association, and that he executed the same as the act of said association for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 20th day of November, 1978.

Ruth murdock

Notary Public in and for Dallas County,
Texas

My Commission expires: 12-31-78.