

7102-278

RECORDATION NO. _____ FILED & REC. _____

DEC 17 1973 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of November 15, 1973, among ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (hereinafter called the Manufacturer), TRAILER TRAIN COMPANY, a Delaware corporation (hereinafter called the Lessee) and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION (hereinafter called the Company), acting as trustee for Bankers Trust Company.

WHEREAS the Manufacturer and the Lessee have entered into a Manufacturing Agreement dated as of July 1, 1973 (hereinafter called the Manufacturing Agreement), filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 27, 1973, recordation number 7102-G; and

WHEREAS the Lessee has assigned its rights to purchase and take delivery of certain units of railroad equipment described in the Manufacturing Agreement to the Company pursuant to an Assignment of Manufacturing Agreement dated as of July 1, 1973; and

WHEREAS the parties hereto desire to amend the Manufacturing Agreement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as

follows:

1. The Manufacturing Agreement is hereby amended to delete from Annex A thereto 125 89'4" all-purpose flat cars numbered 974425 through 974549, inclusive.

2. The Company 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.

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.

ACF INDUSTRIES, INCORPORATED

By

W. H. Wilson
Vice President

(Corporate Seal)

Attest:

[Signature]
Assistant Secretary

TRAILER TRAIN COMPANY,

By

[Signature]
Vice President-Finance

[Corporate Seal]

Attest:

R. E. Zimmerman
Assistant Secretary

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as trustee

by *[Signature]*
Authorized Officer

[Corporate Seal]

Attest:

W. Stass Seigmiller
~~Assistant Secretary~~
Authorized Officer

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

On this *23rd* day of *November* 1973, 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]

My Commission expires:

My Commission Expires Nov. 10, 1976