

RECORDATION NO. _____ FILED & Recorded

JAN 11 1974 -2 45 PM

INTERSTATE COMMERCE COMMISSION

7102-00

AMENDMENT AGREEMENT dated as of December 1, 1973, between PULLMAN INCORPORATED (Pullman-Standard division), a Delaware corporation (hereinafter called the Manufacturer), and TRAILER TRAIN COMPANY, a Delaware corporation (hereinafter called the Company).

WHEREAS the Manufacturer and the Company have entered into a Manufacturing Agreement dated as of July 1, 1973, an Amendment Agreement dated as of July 15, 1973, an Amendment Agreement dated as of August 15, 1973, and an Amendment Agreement dated as of November 15, 1973 (such Manufacturing Agreement, as so amended, being hereinafter called the Manufacturing Agreement), filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 12, 1973 (recordation number 7102-A), July 27, 1973 (recordation number 7102-E), August 31, 1973 (recordation number 7102-I), and November 19, 1973 (recordation number 7102-S), respectively; and

WHEREAS the company has assigned its rights to purchase and take delivery of certain units of railroad equipment described in the Manufacturing Agreement to the

parties, severally, listed in the Consent and Agreement attached hereto; 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 first sentence of the fourth paragraph of Article 2 of the Manufacturing Agreement is amended to read:

"Notwithstanding the preceding provisions of this Article 2, any Unit of the Equipment not delivered and accepted pursuant to Article 3 hereof on or before the date set forth in Item 2 of Annex A hereto shall be excluded from this Agreement and not included in the terms 'Equipment' or 'Units' as used in this Agreement."

2. Item 3 of Annex A to the Manufacturing Agreement is amended to read:

"December 13, 1973, January 9, 1974, and February 7, 1974."

3. Except as amended hereby, the Manufacturing Agreement shall remain unaltered and in full force and effect.

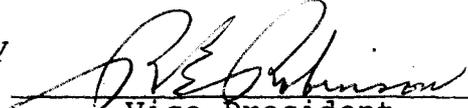
4. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the

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.

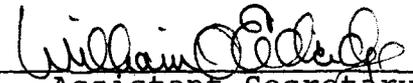
PULLMAN INCORPORATED
(Pullman-Standard division),

by


Vice President

[Corporate Seal]

Attest:


Assistant Secretary

TRAILER TRAIN COMPANY,

by


Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:


Assistant Secretary

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this *6th* day of *Dec.* 1973, before me personally appeared N. V. Reichert, to me personally known, who, being by me duly sworn, says that he is the Vice President-Finance and Treasurer of TRAILER TRAIN 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: *2-17-75*

CONSENT AND AGREEMENT

The Undersigned hereby consent and agree to the amendments made by the foregoing Amendment Agreement as of December 1, 1973.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as
trustee for BANKERS TRUST
COMPANY,

by W. Starr Seegmiller
Authorized Officer

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as
trustee for BIRMINGHAM TRUST
NATIONAL BANK,

by W. Starr Seegmiller
Authorized Officer

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as
trustee for THE FIFTH THIRD BANK,

by W. Starr Seegmiller
Authorized Officer

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as
trustee for NATIONAL CITY BANK,

by W. Starr Seegmiller
Authorized Officer

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as trustee
for REPUBLIC NATIONAL LEASING
CORPORATION,

by W. Starr Seegmiller
Authorized Officer