

JUN 28 1974 - 2:45 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of June 1, 1974,  
among FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION, as Trustee (hereinafter called the  
Lessor), NATIONAL RAILROAD PASSENGER CORPORATION  
(hereinafter called the Lessee) and BANK OF  
AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION  
(hereinafter called the Assignee).

WHEREAS the Lessor and the Lessee have entered into  
an Equipment Lease dated as of February 1, 1974 (hereinafter  
called the Lease);

WHEREAS the Lessor and the Assignee have entered into  
an Assignment of Lease and Agreement dated as of February 1,  
1974 (hereinafter called the Assignment);

WHEREAS the Lease and the Assignment were filed and  
recorded with the Interstate Commerce Commission on March 29,  
1974, pursuant to Section 20c of the Interstate Commerce Act  
and were assigned recordation numbers 7457-B and 7457-C,  
respectively;

WHEREAS certain units of railroad equipment are  
listed in the Lease as being subject thereto, but such units

will not be delivered and accepted on or before June 30, 1974, as contemplated by the parties; and

WHEREAS the parties hereto desire to amend the Lease to show the exclusion of such units for public record.

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

1. The Lease is hereby amended to exclude from Schedule A thereto 19 3,000 H. P. Diesel Electric Locomotives Model SDP40F, railroad numbers 621 through 639, both inclusive.
2. The Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.
3. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Section 10.1 of the Lease.
4. Except as amended hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

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 sea.

duly attested, to be hereunto affixed as of the day and year first above written.

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, as Trustee

by *M. Bridges*  
Authorized Officer

[Corporate Seal]

Attest: *Patricia Richards*  
Assistant Secretary  
Authorized Officer

NATIONAL RAILROAD PASSENGER CORP

by *Robert C. Klot*  
Vice President

[Corporate Seal]

Attest: *Walter M. Smith*  
Assistant Secretary

BANK OF AMERICA NATIONAL TRUST  
AND SAVINGS ASSOCIATION,

by *J. Howard*  
Vice President

[Corporate Seal]

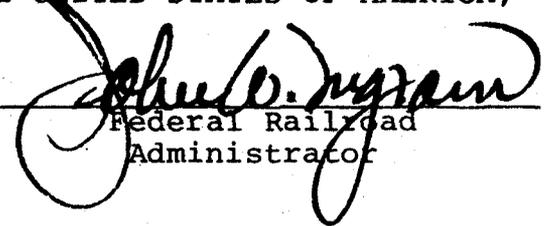
Attest: *Jayne Adams*  
Assistant Secretary

## APPROVAL OF AMENDMENT AGREEMENT

Federal Railroad Administrator of the Department of Transportation of the United States of America, as guarantor under the Guaranty Agreement dated March 29, 1974, of certain obligations under the Lease hereby consents to and approves the foregoing Amendment Agreement dated as of June 1, 1974.

FEDERAL RAILROAD ADMINISTRATOR OF  
THE DEPARTMENT OF TRANSPORTATION  
OF THE UNITED STATES OF AMERICA,

by

  
Federal Railroad  
Administrator

Attest:

  
Chief Counsel F. R. A.

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

On this *25<sup>th</sup>* day of June 1974, before me personally appeared *M E Bridger*, 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. 11, 1975

CITY OF WASHINGTON, )  
 ) ss.:  
DISTRICT OF COLUMBIA, )

On this *27<sup>th</sup>* day of June 1974, before me personally appeared *Robert C. Auer*, to me personally known, who being by me duly sworn, says that he is a Vice President of NATIONAL RAILROAD PASSENGER 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.

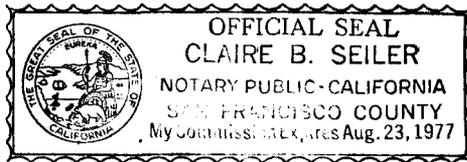
*Patricia C. Squillace*  
Notary Public

[Notarial Seal]

My Commission expires      My Commission Expires August 31, 1978

STATE OF CALIFORNIA, )  
 ) ss.:  
CITY AND COUNTY OF SAN FRANCISCO, )

On this *24<sup>th</sup>* day of June 1974, before me personally appeared *Wm. Ward*, to me personally known, who being by me duly sworn, says that he is Vice President of BANK OF AMERICA NATIONAL TRUST AND SAVINGS 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.



*Claire B. Seiler*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

CITY OF WASHINGTON, )  
 ) ss.:  
DISTRICT OF COLUMBIA, )

On this 27 day of June 1974, before me personally  
appeared John W. Ingram, to me known, who being  
by me duly sworn, says that he is the FEDERAL RAILROAD ADMIN-  
ISTRATOR, that the foregoing instrument was signed by him by  
authority duly delegated to him by the Secretary of Trans-  
portation; and he acknowledged that the execution of the  
foregoing instrument was his free act and deed as the Federal  
Railroad Administrator.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires My Commission Expires April 30, 1977