

RECORDATION NO. 7463 Filed & Recorded

JUN 20 1974 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of

June 1, 1974, between UNITED STATES TRUST COMPANY OF NEW YORK, a New York Trust Company, as trustee (hereinafter called the Lessor), and TRAILER TRAIN COMPANY, a Delaware corporation (hereinafter called the Lessee).

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

WHEREAS the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on April 5, 1974, at 9:15 a.m., and was assigned recordation number 7463-D; and

WHEREAS the parties hereto now desire to amend the Lease.

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

1. Schedule A to the Lease is hereby amended to include 200 89'4" 70-ton capacity, hydraulic draft gear, standard level, all-purpose flat cars bearing Lessee's car numbers 974635 to 974834, inclusive.

2. Schedule A to the Lease is hereby amended to exclude 100 60' 70-ton capacity, hydraulic draft gear, standard level bulkhead flat cars with lading strap anchors, bearing Lessee's car numbers 97463 to 97562, inclusive, 50 89'4" 70-ton capacity, standard draft gear, standard level flat cars equipped with hitches bearing Lessee's car numbers 255134 to 255183, inclusive, and 175 89'4" 70-ton standard draft gear, standard level, flat cars equipped with hitches bearing Lessee's car numbers 604241 - 604258, 604260 - 604271, 604273, 604274, 604276 604279, 604282, 604284, 604287 - 604304, 604432 - 604477, 604479 - 604483, 604514, 604521 - 604525, ~~604527~~, 604530 - 604538, 604546 - 604596, 604602, all inclusive.

3. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 15 of the Lease.

4. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

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.

UNITED STATES TRUST COMPANY OF
NEW YORK, as Trustee.

by

[Handwritten Signature]

Vice President

[Corporate Seal]

Attest:

[Handwritten Signature: Gene B. Scocca]

Assistant Secretary

TRAILER TRAIN COMPANY

by

[Handwritten Signature: R. E. Zimmerman]

[Corporate Seal]

Attest:

[Handwritten Signature: D. J. Walsh]

Assistant Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 12th day of June 1974, before me personally appeared **MALCOLM J. HOOD**, to me personally known, who being by me duly sworn, says that he is Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company 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 trust company.



Notary Public

[Notarial Seal]

THOMAS B. ZAKRZEWSKI
Notary Public, State of New York
No. 24-9820331
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1976

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

On this 11th day of June 1974, before me personally appeared R.E. ZIMMERMAN, to me personally known, who being by me duly sworn, says that he is ASST. TREAS. of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company 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 company.

Henry L. Janich
Notary Public

My Commission Expires Feb. 17, 1975

[Notarial Seal]