

RECORDATION NO. 7494A Mod 87

JUL 1 1974 - 10 30 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of June 15, 1974, among The Western Pacific Railroad Company (hereinafter called the Railroad), MIDWEST FREIGHT CAR COMPANY (hereinafter called the Builder), Wells Fargo Bank, National Association, as trustee (hereinafter called the Vendee), and United States Trust Company, as agent (hereinafter called the Assignee).

WHEREAS the Railroad, the Vendee and the Builder have entered into a Conditional Sale Agreement dated as of February 1, 1974 (hereinafter called the Conditional Sale Agreement);

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

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 2, 1974, at 11:50 a.m., and were assigned recordation number 7494; and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto

hereby agree as follows:

1. The date "October 1, 1974" is hereby substituted for the date "June 30, 1974" set forth in Item 7 of Annex A to the Conditional Sale Agreement.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

3. The Railroad will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

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

THE WESTERN PACIFIC RAILROAD COMPANY,

by

*[Handwritten Signature]*

[Corporate Seal]

Attest:

*[Handwritten Signature]*

Assistant Secretary

MIDWEST FREIGHT CAR COMPANY,

by

*[Handwritten Signature]*

\_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

*[Handwritten Signature]*  
\_\_\_\_\_  
Assistant Secretary

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as trustee

by

*[Handwritten Signature]*

\_\_\_\_\_  
~~Vice President~~  
TRUST OFFICER

Attest:

*[Handwritten Signature]*  
\_\_\_\_\_  
Assistant Secretary

UNITED STATES TRUST COMPANY OF NEW  
YORK,  
as agent,

by

\_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

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

On this *28th* day of *June*, 1974, before me personally appeared *R. W. STUMBO, JR.*, to me personally known, who being by me duly sworn, says that he is Vice President of THE WESTERN PACIFIC RAILROAD 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.

*Diane L. Fafoutis*  
\_\_\_\_\_  
Notary Public

[Notarial Stamp]







