

RECORDATION NO. 7495 B Filed & Recorded

JUL 25 1974 - 9 40 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of July 1, 1974, among American Security and Trust Company (hereinafter called the Vendee), acting as Trustee under a Trust Agreement dated as of March 1, 1974, with CFSC Leasing Corporation and The First National Bank of Maryland, North American Car Corporation (hereinafter called the Builder or the Lessee) and First Security Bank of Utah, National Association, as agent (hereinafter called the Assignee).

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

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of March 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 and were assigned recordation numbers 7495 and 7495-A, respectively;

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

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

WHEREAS the Lease and the Lease Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act and were assigned recordation numbers 7497 and 7497-A, respectively; 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 Conditional Sale Agreement is hereby amended by substituting the date "July 31, 1974" for the date "June 30, 1974" in the third paragraph of Article 3 thereof.
2. The Assignment, the Lease and the Lease Assignment are hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.
3. Lessee 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, the Assignment, the Lease and the Lease Assignment shall remain unaltered and in full force and effect.

5. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

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.

AMERICAN SECURITY AND TRUST COMPANY, as Trustee,
by John K. H. [Signature]

[Corporate Seal]
Attest: Louise A. Keenan
Assistant Secretary

NORTH AMERICAN CAR CORPORATION,
by _____
Vice President

Attest: _____
Assistant Secretary

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION,
as agent

[Corporate Seal]

by

Attest:

Authorized Officer

Authorized Officer

DISTRICT OF COLUMBIA ss.:

On this 23 day of July 1974, before me personally appeared John R. Whitmore, to me personally known, who being by me duly sworn, says that he is Senior Vice President of AMERICAN SECURITY AND TRUST 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.

Leonard H. Smith
Notary Public
District of Columbia

[Notarial Seal]

My Commission expires

My Commission Expires Dec. 14, 1975

AMENDMENT AGREEMENT, dated as of July 1, 1974, among American Security and Trust Company (hereinafter called the Vendee), acting as Trustee under a Trust Agreement dated as of March 1, 1974, with CFSC Leasing Corporation and The First National Bank of Maryland, North American Car Corporation (hereinafter called the Builder or the Lessee) and First Security Bank of Utah, National Association, as agent (hereinafter called the Assignee).

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3. Lessee 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, the Assignment, the Lease and the Lease Assignment shall remain unaltered and in full force and effect.

5. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

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.

AMERICAN SECURITY AND TRUST COMPANY, as Trustee,

[Corporate Seal]

by

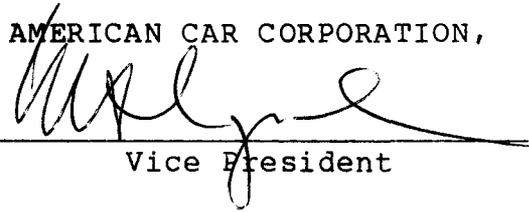
Attest:

Assistant Secretary

NORTH AMERICAN CAR CORPORATION,

[Corporate Seal]

by



Vice President

Attest:



Assistant Secretary

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION,
as agent

[Corporate Seal]

by

Attest:

Authorized Officer

Authorized Officer

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

On this day of July 1974, before me personally appeared , 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

AMENDMENT AGREEMENT, dated as of July 1, 1974, among American Security and Trust Company (hereinafter called the Vendee), acting as Trustee under a Trust Agreement dated as of March 1, 1974, with CFSC Leasing Corporation and The First National Bank of Maryland, North American Car Corporation (hereinafter called the Builder or the Lessee) and First Security Bank of Utah, National Association, as agent (hereinafter called the Assignee).

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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.

AMERICAN SECURITY AND TRUST COMPANY, as Trustee,

[Corporate Seal]

by

Attest:

Assistant Secretary

NORTH AMERICAN CAR CORPORATION,

[Corporate Seal]

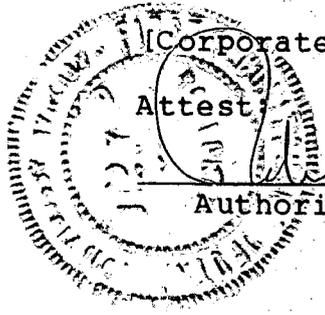
by

Attest:

Vice President

Assistant Secretary

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION,
as agent



[Corporate Seal]

Attest

[Handwritten signature]

Authorized Officer

by

[Handwritten signature]

Authorized Officer

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

On this *23rd* day of July 1974, before me personally appeared *Scott D. Allen* , 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.

My Commission Expires June 2, 1977

Bernice M. Petman

Notary Public

[Notarial Seal]

My Commission expires