

7495-C
RECORDATION NO. _____ Filed & Recorded

JAN 2 1975 -12 00 PM

AMERICAN SECURITY AND TRUST COMPANY

AMENDMENT AGREEMENT, dated as of December 15, 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 CSFC Leasing Corporation and The First National Bank of Maryland, NORTH AMERICAN CAR CORPORATION (hereinafter called the Builder), 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; and

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement.

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

1. Annex B of the Conditional Sale Agreement is hereby amended to reduce the quantity to 125, and to substitute numbers NAHX 46108, 46133 through 46193, 46200 through 46215 and 46245 through 46291 for numbers NAHX 46133 through 46193 and 46200 through 46291.

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

3. The Builder 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

DISTRICT OF COLUMBIA,) ss.:

On this 30th day of DECEMBER 1974, before me personally appeared JOHN R. WHITMORE, to me personally known, who being by me duly sworn, says that he is Vice President of AMERICAN SECURITY AND TRUST 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.

Gregory M. Philbrick
Notary Public

[Notarial Seal]

My Commission expires 6-30-76

AMENDMENT AGREEMENT, dated as of December 15, 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 CSFC Leasing Corporation and The First National Bank of Maryland, NORTH AMERICAN CAR CORPORATION (hereinafter called the Builder), and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as agent (hereinafter called the Assignee).

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3. The Builder 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.

AMERICAN SECURITY AND TRUST COMPANY, As Trustee,

[Corporate Seal]

by

Attest:

Vice President

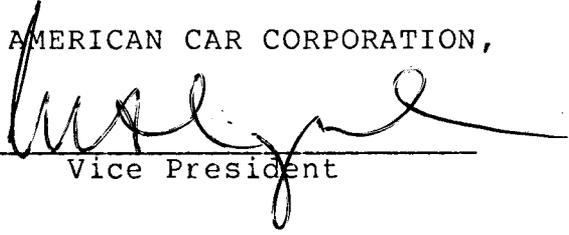
Assistant Secretary

NORTH AMERICAN CAR CORPORATION,

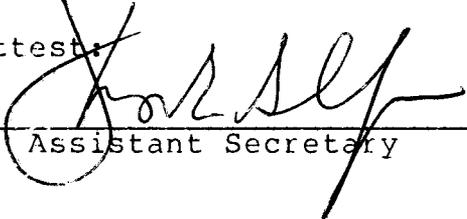
by

[Corporate Seal]

Attest:



Vice President



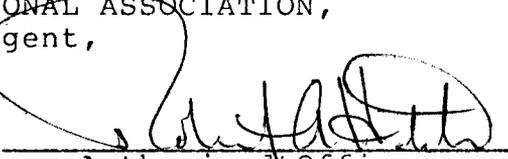
Assistant Secretary

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as agent,

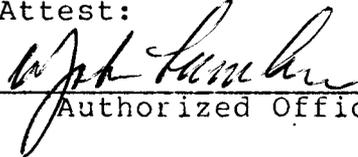
by

[Corporate Seal]

Attest:



Authorized Officer



Authorized Officer

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

On this *30th* day of *December* 1974, before me personally appeared *Robert A. Hatel*, 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.

Debbie J. Langford

Notary Public

[Notarial Seal]

My Commission expires

July 22, 1978