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RECORDATION NO. 7553-F Filed & Recorded
APR 7 1975 -11 50 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 3 TO TRANSFER AGREEMENT

Mercantile-Safe Deposit and Trust Company, as Agent
Two Hopkins Plaza
Baltimore, Maryland 21203

We have entered into a Transfer Agreement which has been filed with the Interstate Commerce Commission under Recordation No. 7553-C, as amended by Amendment No. 1 filed with the Interstate Commerce Commission under Recordation No. 7553-D, as further amended by Amendment No. 2 filed with the Interstate Commerce Commission under Recordation No. 7553-E. Attached as Annex I to the Transfer Agreement, as amended, was a description of such railroad equipment including the railroad numbers of the equipment which might be subject to reconstruction. Not all of the railroad numbers of all the railroad equipment originally proposed to be reconstructed as set forth in Annex I of the Transfer Agreement, as amended, were actually delivered for reconstruction. It is now desired to amend the Transfer Agreement so as to provide a complete list of railroad numbers subject to the Transfer Agreement and to release from the terms and provisions of the Transfer Agreement those railroad numbers and railroad equipment not actually delivered for reconstruction. Therefore Annex I to the Transfer Agreement is hereby further amended by the substitution of the railroad numbers described in Annex I hereto for the prior Annex I, as amended.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date of the Transfer Agreement.

Very truly yours,

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION,
As Trustee under a Trust Agreement
dated as of June 1, 1974,

by

Authorized Officer

[SEAL]

Attest:

ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY,
As Agent under a Finance Agreement
dated as of June 1, 1974,

by

ASSISTANT VICE PRESIDENT

[SEAL]

Attest:

CORPORATE TRUST OFFICER

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

On this 2ND day of April 1975, before me personally appeared BRENT W. HORTIN, 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 the seal affixed to the foregoing instrument is the corporate seal of said corporation and 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 a free act and deed of said corporation.

Notary Public

(NOTARIAL SEAL)

My Commission Expires: July 27, 1978

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this 3rd day of April 1975, before me personally appeared G. J. Johnston, to me known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of Mercantile-Safe Deposit 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.

Russell E. Schreiber
Notary Public

RUSSELL E. SCHREIBER
NOTARY PUBLIC
My Commission Expires July 1, 1978

(NOTARIAL SEAL)

7553-F

ANNEX I

Quantity	Description	Road Numbers
	50-ton Box Cars	7205, 7212, 7213, 7225, 7236, 7238, 7240, 7242, 7255, 7261, 7263, 7278, 7295, 7407, 7409, 7415, 7495, 7497, 7500, 7501, 7516, 7535, 7550, 7560, 7567, 7570, 7577, 7597, 7699, 7703, 7753, 7756, 7766, 7775, 7812, 7818, 7841, 7844, 7850, 7852, 7854, 7870, 7874, 7875, 7897, 7898, 7900, 7902, 7906, 7915, 7918, 7920, 7927, 7931, 7936, 7938, 7943, 7950, 7954, 7956, 7957, 7960, 7961, 7962, 7965, 7968, 7979, 7983, 7986, 7992, 7995, 8001, 8003, 8007, 8010, 8020, 8022, 8026, 8028, 8038, 8045, 8049, 8051, 8056, 8059, 8062, 8063, 8064, 8066, 8067, 8070, 8075, 8077, 8079, 8093, 8758, 8769, 8778, 8782, 8788, 8792, 8811, 8824, 8840, 8849, 8879, 8888, 8893, 8895, 8898, 8900, 8903, 8904, 8921, 8927, 8939, 8941, 8946, 8948, 8957, 8973, 8983, 8989, 8996, 12102, 12131, 12152, 12170, 12188, 12267, 12316, 12388, 12393, 12395, 12408, 12410, 12433, 12470, 12484, 12549, 12564, 12574, 12576, 12578, 12644, 12651, 12652, 12669, 12676, 12756, 12793, 12795, 12818, 12820, 12838, 12856, 12863, 12885, 12916, 12918, 12955, 12966, 12980, 46119, 46135, 46145, 46146, 46161, 46191, 46639, 46642, 46678, 46705, 46716, 46721, 46731, 46744, 46746, 46773, 46786, 46790, 46795, 91404, 91408, 91410, 91412, 91419, 91440, 91441, 91457, 91538, 91555, 91586, 91601, 91640, 91653, 91654, 91667, 91677, 91723, 91726, 91733, 91785, 91790, 91808, 91811, 91818, 91848, 91878, 91883, 91888, 91892, 91911, 91918, 91922, 91925, 91951

Quantity	Description	Road Numbers
	50-ton Box Cars(Cont'd)	91975, 91979, 91984, 91990, 92008, 92022, 92029, 92032, 92034, 92036, 92052, 92071, 92088, 92104, 92113, 92114, 92123, 92128, 92131, 92138, 92150, 92166, 92174, 92175, 92183, 92187, 92192, 92208, 92240, 92245, 92255, 92272, 92286, 92307, 92333, 92358, 92384, 92385, 92387, 92388, 92389, 92391, 92448, 92451, 92453, 92455, 92460, 92463, 92470, 92491, 92496, 92524, 92549, 92552, 92572, 92576, 92588, 92590, 92600, 92618, 92641, 92945, 92952, 92962, 92980, 93710, 93772, 93779, 93800, 93818, 93824, 93921, 93970, 93985, 97003, 97005, 97009, 97016, 97020, 97021, 97024, 97025, 97027, 97028, 97029, 97031, 97033, 97034, 97036, 97037, 97050, 97055, 97057, 97059, 97063, 97074, 97078, 97081, 97087, 97088, 97104, 97119, 97131, 97134, 97143, 97147, 97148, 97154, 97155, 97158, 97178, 97213, 97228, 97261, 97271, 97273, 97299, 97320, 97326, 97338, 97340, 97357, 97364, 97367, 97426, 97461, 97462, 97466, 97469, 97471, 97472, 97480, 97481, 97482, 97485, 97486, 97487, 97488, 97489, 97492, 97493, 97495, 97496, 97498, 97512, 97517, 97523, 97525, 97528, 97533, 97535, 97540, 97542, 97544, 97545, 97548, 98000, 98001, 98002, 98005, 98010, 98018, 98038, 98042, 98043, 98050, 98056, 98059, 98061, 98062, 98064, 98066, 98118, 98167, 98184, 98203, 98215, 98241, 98277, 98282, 98305, 98317, 98326, 98338, 98344, 98349, 98368, 98384, 98490, 98501, 98538, 98589, 98608, 98624, 98636, 98739, 98767, 98801, 98821, 98844, 98865, 98876, 98941, 98972, 99046, 99069, 99714, 99720, 99723, 99734, 99750, 99753, 99769, 99781, 99783, 99789, 99792, 106008, 106012, 106014

Quantity	Description	Road Numbers
	50-ton Box Cars (Cont'd)	106016, 106029, 106035, 106038, 106044, 106067, 106070, 106077, 106085, 106089, 106500, 106509, 106512, 106522, 106527, 106528, 106537, 106544, 106546, 106548, 106549, 106552, 106553, 106556, 106560, 106565, 106569, 106572, 106576, 106578, 106583, 106586, 106587, 106593, 106596, 107000, 107008, 107020, 107024, 107036, 107039, 107044, 107050, 107051, 107056, 107066, 107082, 107110, 107111, 107118, 107120, 107124, 107135, 107154, 107155, 107158, 107160, 107162, 107174, 107175, 107185, 107199, 108011, 108038, 108062, 108089, 108098, 108105, 108116, 108147, 108161, 108253, 108257, 108287, 108290, 108294, 108322, 108351, 108395, 108403, 108418, 108420, 108443, 108459, 108461, 108485, 108505, 108510 108512, 108522, 108536, 108562, 108593, 108623, 108639, 108660, 108680, 108690, 108695, 108708, 108713, 108730, 108736, 108745, 108748, 108750, 108766, 108769, 108777, 108781, 108783, 108790,
40	70-ton Box Cars	100015, 100037, 100057, 100061, 100107, 100119, 100131, 100152, 100155, 100157, 100160, 100174, 100176, 100181, 100198, 100240, 100256, 100273, 100277, 100302, 100378, 100394, 100397, 101001, 101008, 101011, 101016, 101019, 101035, 101080, 102004, 102011, 102012, 102013, 102021, 102029, 102033, 102035, 102046, 102050.
53	80-ton Hopper Cars	182509, 182554, 182961, 183227, 183263, 183474, 186629, 186712, 186739, 187051, 187056, 187124, 187150, 187430, 187501, 187574, 187604, 187609, 187635, 187702, 187707, 187985, 188029, 188099, 188113, 188143, 188219, 188263, 188305, 188394, 188447, 188469, 188634, 188641, 188675, 188678, 188757, 188852, 188973, 189084, 189086, 189121, 189180, 189219, 189370, 189923, 500001, 500025, 500033, 500058, 500062, 500064, 500094

Quantity	Description	Road Numbers
123	70-ton Gondola Cars	36003, 36022, 36033, 36037, 36045, 36076, 36089, 36097, 36106, 36134, 36142, 36156, 36174, 36180, 36188, 36243, 36256, 36262, 36293, 36324, 36361, 36365, 36381, 36400 36403, 36411, 36414, 36448, 36451, 36461, 36474, 36475, 36503, 36533, 36544, 36548, 36552, 36556, 36560, 36564, 36580, 36599, 36603, 36613, 36614, 36619, 36665, 36690, 36711, 36723, 36727, 36747, 36771, 36822, 36826, 36837, 36848, 36859, 36868, 36870, 36893, 36901, 36908, 36922, 36967, 36980, 36982, 36985, 37002, 37021, 37022, 37059, 37085, 170089, 170139, 170166, 170169, 170172, 170192, 170207, 170218, 170278, 170351, 170624, 170643, 170683, 170703, 170759, 170760, 170771, 170822, 170832, 170941, 170943, 170991, 171007, 171011, 171124, 171158, 171166, 171174, 171193, 171233, 171268, 171276, 171285, 171473, 171503, 171594, 171686, 171713, 171718, 171726, 171806, 171828, 171937, 172005, 172014, 172016, 172017, 172050, 174073, 174090
4	70-ton Covered Hoppers	37400, 37564, 37752, 38589
16	100-ton Covered Hoppers	38612, 38650, 38652, 38659, 38673, 38694, 38703, 38723, 200187, 200343, 200587, 200628, 201006, 201024, 201182, 201266
18	100-ton Box Cars	105000, 105003, 105004, 105005, 105010, 105011, 105016, 105017, 105020, 105021, 105022, 105023, 105024, 105030, 105039, 107536, 107550, 107562
99	50-ton Gondolas	28803, 28810, 28824, 28826, 288 28878, 28881, 28893, 28898, 28905, 28906, 28910, 28911, 28914, 28918, 28920, 28931, 28935, 28941, 28956, 28960, 28981, 48515, 48522, 48535, 48543, 48544, 48546, 48548, 48557, 48560, 48561, 48571, 48578, 48583, 48584, 48585, 48601, 48608, 48609, 48613,

Quantity	Description	Road Numbers
99	50-ton Gondolas(Cont'd)	48617, 48620, 48627, 48632, 48638, 48642, 48648, 48651, 48653, 48673, 48678, 48679, 48687, 48702, 48715, 48727, 48729, 48732, 48737, 48747, 48749, 48754, 48756, 48762, 48763, 48765, 48777, 48778, 48780, 48782, 48786, 48794, 48808, 48810, 48813, 48817, 48821, 48830, 48840, 48844, 48849, 48854, 48858, 48882, 56510, 56520, 56538, 56591, 56606, 56638, 56652, 56655, 56656, 56660, 56666, 56669, 56675, 56696
192	70-ton Open Top Hoppers	73045, 73092, 73098, 73117, 73128, 73131, 73134, 73166, 73195, 73269, 73308, 73396, 73422, 73469, 73479, 73485, 73585, 73588, 73606, 73608, 73612, 73631, 73673, 73693, 73740, 73797, 73799, 73836, 73850, 73878, 74070, 74115, 74206, 74253, 74307, 74344, 74345, 74349, 74430, 74475, 74505, 74513, 74551, 74573, 74596, 74599, 74608, 74635, 74653, 74660, 74662, 74667, 74672, 74678, 74711, 74712, 74716, 74761, 74823, 74884, 74891, 74980, 150065, 150170, 150329, 150367, 150390, 150398, 150402, 150403, 150416, 150421, 150429, 150553, 150591, 150627, 150654, 150776, 150810, 150814, 150863, 150915, 150924, 151016, 151029, 151052, 151132, 151158, 151170, 151185, 151263, 151347, 151373, 151403, 151430, 151524, 151595, 151663, 151671, 151673, 151720, 151743, 151797, 151824, 151830, 151879, 151921, 151970, 152147, 152150, 152156, 152206, 152256, 152351, 152481, 152486, 152500, 152502, 152517, 152522, 152532, 152537, 152558, 152582, 152586, 152590, 152613, 152615, 152640, 152652, 152663, 152667, 152688, 152703, 152731, 152747, 152751, 152802, 152803, 152861, 152865, 152866, 152879, 152894, 152897, 152909, 152947, 152951, 152978, 152980, 152987, 153033, 153099, 153134, 153181, 153186,

Quantity	Description	Road Numbers
192	70-ton Open Top Hoppers	153201, 153254, 153264, 153297, 153323, 153404, 153661, 153752, 153760, 153828, 153897, 154127, 154198, 154207, 154341, 154373, 154382, 154471, 154766, 154793, 154891, 154906, 154937, 154938, 154951, 155031, 155105, 155109, 155137, 155301, 155332, 155389, 155542, 155695, 155755, 156084