

RECORDATION NO. 7579 Filed & R.

NOV 20 1974 - P.M.

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of November 1, 1974, among Pullman Incorporated (Pullman-Standard division) (hereinafter called the Builder), St. Louis-San Francisco Railway Company (hereinafter called the Railroad), United States Trust Company of New York, as Trustee (hereinafter called the Vendee), and Mercantile-Safe Deposit and Trust Company, as agent (hereinafter called the Assignee).

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

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of June 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 July 22, 1974, at 10:15 a.m., and were assigned recordation numbers 7579A and 7579B, respectively; and

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

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

1. Article 4 of the Conditional Sale Agreement is hereby amended by inserting after the word "provision" in clause (a) of the third sentence of the last paragraph thereof the following: "(except § 17)".

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.

PULLMAN INCORPORATED  
(Pullman-Standard division)

by B. R. Dean  
Vice President

[Corporate Seal]

Attest:

William O. Ridge  
Assistant Secretary

ST. LOUIS-SAN FRANCISCO RAILWAY  
COMPANY,

by J. E. Bailey  
Vice President

[Corporate Seal]

Attest:

W. J. Humeau  
Assistant Secretary

UNITED STATES TRUST COMPANY OF  
NEW YORK,

by Malvina J. [Signature]  
Vice President

[Corporate Seal]

Attest:

Gene B. Scocco  
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, as agent

by [Signature]  
ASSISTANT Vice President

[Corporate Seal]

Attest:

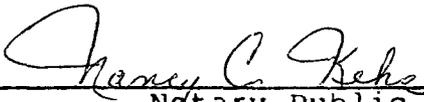
[Signature]  
CORPORATE TRUST OFFICER





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

On this 4<sup>th</sup> day of November 1974, before me personally appeared G. J. Johnston, to me personally 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 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.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires 7-1-78

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I was commissioned as Nancy C. Schmidt

