

7658-B
DEC 1 1974 4:00 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of December 10, 1974, among PULLMAN INCORPORATED (Pullman-Standard Division) (hereinafter called the Vendor or Builder), AMERICAN SECURITY AND TRUST COMPANY, as trustee (hereinafter called the Vendee), NORTH AMERICAN CAR CORPORATION (hereinafter called the Guarantor or the Lessee), and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as agent (hereinafter called the Assignee).

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

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of July 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 September 27, 1974, at 2:15 p.m., and on October 17, 1974, at 4:15 p.m., respectively, and were assigned recordation numbers 7658 and 7658-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. Annex B to the Conditional Sale Agreement is hereby amended and restated in the following manner:

<u>Type</u>	<u>Builder and Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>
Class LO, 100 Ton 4750 cu. ft. capacity covered hopper car	Pullman Incorporated (Pullman- Standard Division), No. 2966 dated November 23, 1971	Butler, Pennsylvania	20
100-ton, 4750 cu. ft. capa- city covered hopper car	Pullman Incorporated (Pullman- Standard Division) No. B110 dated October 4, 1972, as amended	Butler, Pennsylvania	<u>190</u> 110

<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Estimated Time and Place of Delivery</u>
NAHX 478755-478774	\$24,459.92	\$ 489,198.40	December 1974 at Youngstown, Ohio
NAHX 56385-56484, NAHX 56600-56674 NAHX 56735-56749	\$21,870.50	\$4,155,396.13	August - October 1974 at Youngstown, Ohio

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

3. The 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 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 Stanley Brown
Vice President

(Corporate Seal)
Attest

William O. Kelly
Assistant Secretary

AMERICAN SECURITY AND TRUST COMPANY,

By John P. Whymon
Vice President

(Corporate Seal)
Attest:

Charles A. Grandle
Assistant Secretary

NORTH AMERICAN CAR CORPORATION,

By James H. Schner
Treasurer

(Corporate Seal)
Attest:

Richard E. Desiring
Assistant Secretary

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

(Corporate Seal)

Attest:


Patricia Richards
Authorized Officer

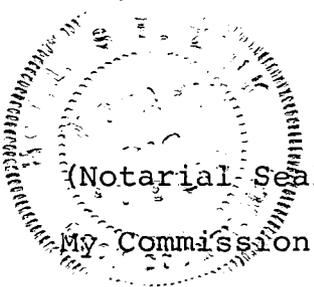
By W. Hans Segmiller
Authorized Officer



STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this *13th* day of *December*, 1974, before me personally appeared *Stanley Brown*, to me personally known, who being by me duly sworn, says that he is Vice President of PULLMAN INCORPORATED (Pullman-Standard Division) 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.

Hollis E. Fink
Notary Public



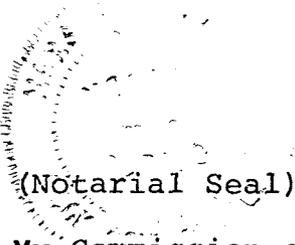
My Commission expires *May 7, 1978*

STATE OF ILLINOIS,)
) ss. :
COUNTY OF COOK,)

On this *12th* day of *December* 1974, before me personally appeared *Louis H. Schmit*, to me personally known, who being by me duly sworn, says that he is *Treasurer* of NORTH AMERICAN CAR CORPORATION, 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.

Marshall Donack

Notary Public



(Notarial Seal)

My Commission expires

Notary Public State of Illinois
My Commission Expires December 18, 1976

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

On this *17th* day of *December* 1974, before me personally appeared *W. Staur Seegmiller*, 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. Langefeld

Notary Public

(Notarial Seal)

My Commission expires

July 22, 1978