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7667B
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of December 10, 1974, among NORTH AMERICAN CAR CORPORATION (hereinafter called the Vendor or Builder), AMERICAN SECURITY AND TRUST COMPANY, as trustee (hereinafter called the Vendee), 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 October 4, 1974, at 2:40 p.m., and on October 17, 1974, at 4:15 p.m., respectively, and were assigned recordation numbers 7667 and 7667-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>
100-Ton 4750 cu. ft. capacity covered hopper cars	North American Car Corporation; No. 2966 dated November 23, 1971	Chicago Ridge, Illinois	24
Class LO 100-ton, 5852 cu. ft. capacity covered hopper car	North American Car Corporation; North American Car General Specifications, NAC HC-153 dated December 19, 1973	Texarkana, Texas	18

<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 46901-46920 NAHX 46931-46934	\$23,000	\$ 552,000	December 1974 at Hammond, Indiana
NAHX 58163-58165 NAHX 58167-58170 NAHX 58192-58199 NAHX 58202 NAHX 58211-58212	\$26,550	\$ 477,900	December 1974 at Texarkana, Texas

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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.

NORTH AMERICAN CAR CORPORATION,

(Corporate Seal)
Attest:

Richard E. Desiring
Assistant Secretary

By Louis H. Schauer
Treasurer

AMERICAN SECURITY AND TRUST COMPANY,

(Corporate Seal)
Attest:

Charles A. Grindle
Assistant Secretary

By John R. Whelan
Vice President

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

(Corporate Seal)
Attest:

Patricia Richards
Authorized Officer

By W. Starr Segmiller
Authorized Officer

DISTRICT OF COLUMBIA,)
) ss.:

On this 18th day of DECEMBER 1974, before me personally appeared JOHN R. WHITMORIS, 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. Philbush
Notary Public

(Notarial Seal)
My Commission expires 6-30-76.

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

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

Richard J. Hargensfeld

Notary Public

(Notarial Seal)
My Commission expires
July 22, 1978