

RECORDATION NO. 7677-C Filed & Recorded

OCT 3 1975-12 50 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of August 1, 1975, among AMERICAN RAIL BOX CAR COMPANY, (hereinafter called the Lessee), UNITED STATES TRUST COMPANY of New York (hereinafter called the Owner-Trustee), as Trustee under a Trust Agreement dated as of September 1, 1974, with General Electric Credit Corporation and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (hereinafter called the Vendor).

WHEREAS the Lessee and the Owner-Trustee have entered into a Lease of Railroad Equipment dated as of September 1, 1974 (hereinafter called the Original Lease);

WHEREAS the Original Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on October 11, 1974, at 2:40 p.m., and was assigned recordation number 7677;

WHEREAS the Original Lease has been amended by an Amendment Agreement dated as of December 10, 1974 (the Original Lease, as amended by said Amendment Agreement, being hereinafter called the Lease);

WHEREAS the Lease has been assigned as collateral security by the Owner-Trustee to the Vendor pursuant to an Assignment of Lease and Agreement dated as of September 1, 1974 (hereinafter called the Lease Assignment); and

WHEREAS the parties hereto now desire to amend further the Lease.

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

1. The Lease is hereby amended to substitute Schedules A and B hereto for Schedules A and B thereto, respectively.

2. § 1 of the Lease is hereby amended to substitute the word "rentals" for the word "revenues" in the second sentence thereof.

3. § 3 of the Lease is hereby amended to substitute for the fourth sentence of the first paragraph thereof the following sentence:

"The remaining 30 semiannual rental payments shall each be in an amount equal to 5.2884% of the Purchase Price of each Unit in Group I of Schedule A hereto subject to this Lease on the date of such payment and an amount equal to 5.03898835% of each Unit in Group II of Schedule A hereto subject to this Lease on the date of such payment."

4. Except as amended hereby, the Lease shall remain in full force and effect.

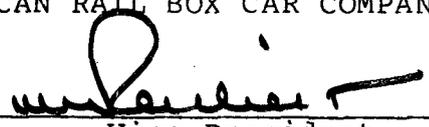
5. The Lease Assignment is hereby amended to permit the aforesaid amendments as though originally set forth therein.

6. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 15 of the Lease.

7. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

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.

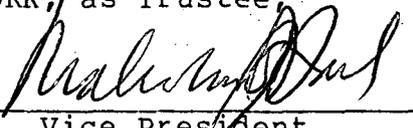
AMERICAN RAIL BOX CAR COMPANY,

by   
Vice President

[Corporate Seal]

Attest:  
  
Assistant Secretary

UNITED STATES TRUST COMPANY  
OF NEW YORK, as Trustee

by   
Vice President

[Corporate Seal]

Attest:  
  
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as agent,

by James H. Clark  
Assistant Vice President



[Corporate Seal]

Attest: [Signature]  
Corporate Trust Officer

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

On this *17th* day of *Sept.* 1975, before me personally appeared *N.V. Leichert*, to me personally known, who being by me duly sworn, says that he is *Vice President Finance & Treas* of AMERICAN RAIL BOX CAR 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.

*J. Ann Frank*  
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Notary Public

[Notarial Seal]

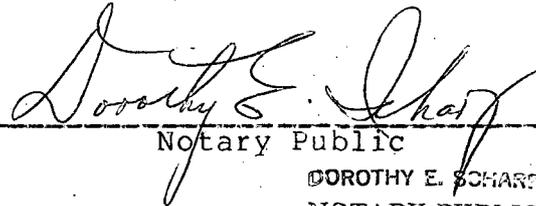
My Commission expires

My Commission Expires June 26, 1976



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

On this 22nd day of September 1975, before me personally appeared James H. Clark, to me personally known, who being by me duly sworn, says that he is an 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 By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
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Notary Public

DOROTHY E. SCHARF  
NOTARY PUBLIC

My Commission Expires July 1, 1978

[Notarial Seal]

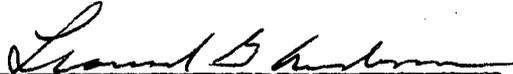
My Commission expires July 1, 1978

CONSENT AND AGREEMENT

The undersigned hereby consents to the foregoing Amendment Agreement and agrees that the term "Lease", as used in the Guaranty Agreement dated as of September 1, 1974, between the undersigned and United States Trust Company of New York, as trustee, shall mean the Lease of Railroad Equipment dated as of September 1, 1974, as amended by the foregoing Amendment Agreement.

SEABOARD COAST LINE RAILROAD  
COMPANY,

by

  
Vice President and Treasurer

SCHEDULE A

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Quantity</u>	<u>Lessee's Identifying Numbers (Both Inclusive)</u>
Group I			
50'6", 70-ton capacity, general service box car.....	XM	594	10000-10011, 10013 10015-10022, 10024-10029 10032-10059, 10061-10085 10088-10116, 10118-10136 10138-10170, 10172-10263 10265-10291, 10293-10328 10330-10375, 10377-10394 10396-10403, 10405-10407 10409-10420, 10422, 10423 10425-10429, 10431, 10433 10434            10436-10442 10446-10453, 10455-10489 10492-10495, 10497 10499-10503, 10505, 10507 10517            10600-10603 10605-10609    10612-10614 10617, 10618, 10620-10622 10625, 10626, 10628-10630 10632-10645, 10647, 10648 10650-10652, 10655-10657 10660-10666, 10668-10680 10682-10684, 10686-10692 10697, 10699, 10703-10708 10710, 10712, 10714, 10716 10718-10722, 10725, 10726 10728            10730-10742 10749-10751, 10755, 10757 10768, 10773, 10775, 10777 10784, 10807

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Quantity</u>	<u>Lessee's Identifying Numbers (Both Inclusive)</u>
Group II			
50'6", 70-ton capacity, general service box car.....	XM	406	10012,10014, 10023,10030 10031,10060, 10086,10087 10117,10137, 10171,10264 10292,10329, 10376,10395 10404,10408, 10421,10424 10430,10432, 10435 10443-10445, 10454,10490 10491,10496, 10498,10504 10506 10508-10516 10518-10599, 10604,10610 10611,10615, 10616,10619 10623,10624, 10627,10631 10646,10649, 10653,10654 10658,10659, 10667,10681 10685 10693-10696 10698 10700-10702 10709,10711, 10713,10715 10717,10723, 10724,10727 10729 10743-10748 10752-10754, 10756 10758-10767, 10769-10772 10774,10776, 10778-10783 10785-10806, 10808-10999

SCHEDULE B

Date	Percentage for Group I <u>Units</u>	Percentage for Group II <u>Units</u>
Closing Date .....	104.7936	101.3942
April 1, 1975 .....	104.7936	101.3942
October 1, 1975 .....	104.7204	101.3454
April 1, 1976 .....	104.6783	101.2547
October 1, 1976 .....	104.4594	101.1240
April 1, 1977 .....	104.0650	100.9862
October 1, 1977 .....	103.5041	100.7865
April 1, 1978 .....	102.7764	100.4059
October 1, 1978 .....	97.2191	93.1789
April 1, 1979 .....	96.1651	92.4425
October 1, 1979 .....	94.9516	91.5312
April 1, 1980 .....	93.5715	90.4563
October 1, 1980 .....	87.3592	82.5542
April 1, 1981 .....	85.6477	81.1611
October 1, 1981 .....	83.7749	79.6112
April 1, 1982 .....	81.7404	77.9073
October 1, 1982 .....	74.8821	67.3762
April 1, 1983 .....	72.2328	65.2191
October 1, 1983 .....	69.3304	62.9150
April 1, 1984 .....	66.3744	60.4645
October 1, 1984 .....	63.2693	57.8700
April 1, 1985 .....	59.9216	55.1321
October 1, 1985 .....	56.5545	52.2532
April 1, 1986 .....	53.0666	49.2334
October 1, 1986 .....	49.3586	46.0751
April 1, 1987 .....	45.6260	42.7756
October 1, 1987 .....	41.7641	39.3384
April 1, 1988 .....	37.6677	35.7656
October 1, 1988 .....	33.5315	32.0514
April 1, 1989 .....	29.2501	28.1899
October 1, 1989 .....	24.7177	24.1749
April 1, 1990, and thereafter.....	20.0000	20.0000