

AMENDMENT AGREEMENT

AMENDMENT AGREEMENT dated as of November 20, 1974, among PULLMAN INCORPORATED, (Pullman-Standard Division) (hereinafter called the "Builder"), EXCHANGE NATIONAL BANK OF CHICAGO, as Trustee (hereinafter called the "Vendee") and NORTH AMERICAN CAR CORPORATION (hereinafter called the "Lessee");

RECORDATION NO. 7708 Filed & Recd

w i t n e s s e t h:

NOV 20 1974 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, the parties hereto have entered into a Conditional Sale Agreement dated as of July 15, 1974, (hereinafter called the "Conditional Sale Agreement") which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on November 13, 1974, at 11:30 A.M., recordation No. 7708; 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 by substituting Lessee's Road Numbers NAHX 476000 through 476049 for Lessee's Road Numbers NAHX 476600 through 476649.

2. Except as amended hereby, the Conditional Sale Agreement remains unaltered and in full force and effect.

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. This Amendment Agreement may be executed in any number of counterparts and such counterparts together shall constitute one and the same instrument which shall not be necessary for all parties to execute the same counterpart as long as each party shall execute and deliver to the other parties hereto at least one counterpart.

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 hereunto affixed as of the day and year first above written.

PULLMAN INCORPORATED (Pullman-Standard Division)

By Stanley D. Brown
Vice President

OK.
D.R.P.

ATTEST:

J. F. Kessel
Assistant Secretary

EXCHANGE NATIONAL BANK OF CHICAGO,
as Trustee

By Lucretia E. Adams
Vice President

ATTEST:

H. B. Baker
Assistant Trust Officer

NORTH AMERICAN CAR CORPORATION

By Wm. E. ...
Vice President

ATTEST:

John R. Fy
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 20 day of NOVEMBER, 1974, before me personally appeared MICHAEL D. GOODMAN 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. Jenkins
Notary Public
My commission expires
May 1, 1978

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 20 day of NOVEMBER, 1974, before me personally appeared MICHAEL D. GOODMAN, to me personally known, who, being by me duly sworn, says that he is Vice President of EXCHANGE NATIONAL BANK OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank that said instrument was signed and sealed on behalf of said bank 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 bank.

Kathleen M. Nugent
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 20th day of NOVEMBER, 1974, before me personally appeared M. A. LYNCH, to me personally known, who, being by me duly sworn, says that he is Vice President of NORTH AMERICAN CAR CORPORATION, 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.

Roger H. Statts

Notary Public

My Commission Expires April 3, 1976



PRIOR WRITTEN CONSENT

First Pennsylvania Bank N.A., as Agent under a Finance Agreement, dated as of July 15, 1974, hereby gives its prior written consent to the Amendment Agreement dated as of December 1, 1974, between Exchange National Bank of Chicago, as Trustee, Pullman Incorporated (Pullman Standard division) and North American Car Corporation with respect to the Conditional Sale Agreement and the Lease (as defined in said Amendment Agreement), in the form to which this consent is attached.

FIRST PENNSYLVANIA BANK N.A.,
as Agent

by

Title: _____

Date: _____

(CORPORATE SEAL)

Attest:
