

RECORDATION NO. 7447 B
NOV 13 1974 - 8 30 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of October 15, 1974, among The Western Pacific Railroad Company (hereinafter called the Lessee), Wells Fargo Bank, National Association, as trustee (hereinafter called the Lessor), and United States Trust Company of New York, as agent (hereinafter called the Assignee).

WHEREAS the Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of February 1, 1974 (hereinafter called the Original Lease);

WHEREAS the Lessor and the Assignee have entered into an Assignment of Lease and Agreement dated as of February 1, 1974 (hereinafter called the Original Assignment);

WHEREAS the Original Lease and the Original Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 26, 1974, at 9:55 a.m., and were assigned recordation number 7447; and

WHEREAS the Original Lease and the Original Assignment have been amended by an Amendment Agreement dated as of June 1, 1974 (the Original Lease and the Original Assignment, as amended by said Amendment Agreement, being hereinafter called the Lease and the Assignment, respectively);

WHEREAS certain units of railroad equipment listed

in the Lease as being subject thereto have not been delivered and accepted pursuant to the terms thereof and are not subject thereto; and

WHEREAS the parties hereto now desire to amend the Lease to show for the public record that such Units are not subject to 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 exclude from Schedule A thereto 55 100-ton capacity covered hopper cars identified by the road numbers of the Lessee WP11901 through WP11955.

2. The Lease is hereby amended to exclude ACF Industries, Incorporated, from the meaning of the term "Builder" or "Builders" as used therein.

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

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 16 of the Lease.

5. Except as amended hereby, the Lease and the Assignment shall remain unaltered and in full force and

effect.

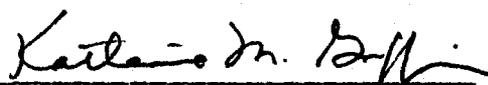
IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE WESTERN PACIFIC RAILROAD COMPANY,

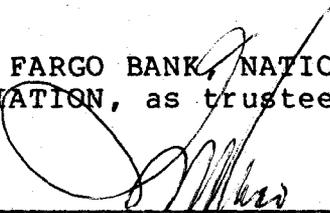
by 
Vice President

[Corporate Seal]

Attest:

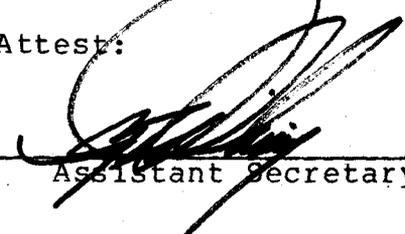

Assistant Secretary

WELLS FARGO BANK, NATIONAL ASSOCIATION, as trustee,

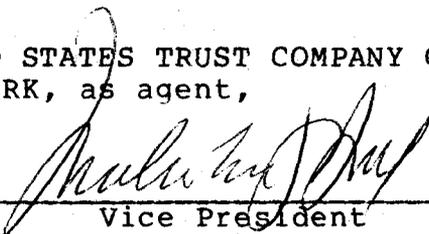
by 
~~Vice President~~
TRUST OFFICER

[Corporate Seal]

Attest:


Assistant Secretary

UNITED STATES TRUST COMPANY OF NEW YORK, as agent,

by 
Vice President

[Corporate Seal]

Attest:


Assistant Secretary

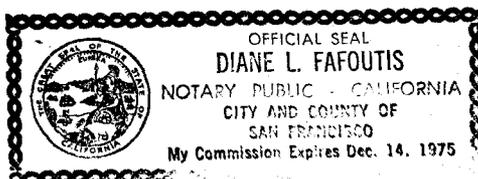
STATE OF CALIFORNIA,)
) SS.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this *31st* day of *October* 1974, before me personally appeared **R. W. STUMBO, JR.**, to me personally known, who being by me duly sworn, says that he is Vice President of THE WESTERN PACIFIC RAILROAD 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.

Diane L. Fafoutis

Notary Public

[Notarial Stamp]



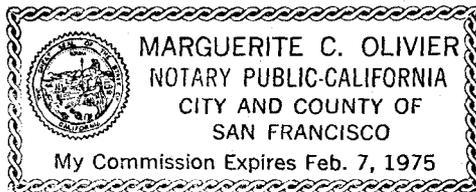
STATE OF CALIFORNIA,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this *1st* day of *November* 1974, before me personally appeared *F. R. Rico*, to me personally known, who being by me duly sworn, says that he is ~~Vice President~~ **TRUST OFFICER** of WELLS FARGO BANK, 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.

Marguerite C. Olivier

Notary Public

[Notarial Stamp]



STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this *24th* day of *October* 1974, before me personally appeared **MALCOLM J. HOOD**, to me personally known, who being by me duly sworn, says that he is Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, 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.



Notary Public

[Notarial Seal]

JOHN A. BARONE
Notary Public, State of New York
No. 41-5190350 Queens County
Certificate filed in New York County
Term Expires March 30, 1976