

7247-A

REGISTRATION NO. _____ FILED & RECORDED
FEB 8 1974 - 10 00 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of
January 15, 1974, among BURLINGTON NORTHERN
INC. (hereinafter called the Buyer), PORTEC,
INC., PARAGON DIVISION (hereinafter called
the Seller) and AMERICAN NATIONAL BANK AND
TRUST COMPANY, ST. PAUL, MINNESOTA (herein-
after called the Assignee).

WHEREAS, the Seller and the Buyer have entered into
a Conditional Sale Agreement dated as of October 15, 1973
(hereinafter called the Conditional Sale Agreement); and

WHEREAS, the Seller has assigned its rights in, to
and under the Conditional Sale Agreement to the Assignee
pursuant to an Assignment Agreement dated as of October 15,
1973 (hereinafter called the Assignment); and

WHEREAS, the parties hereto desire to amend the
Conditional Sale Agreement and the Assignment;

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

1. The Conditional Sale Agreement and the
Assignment are hereby amended by inserting the following in
the description of the equipment to be acquired on page one
of the Conditional Sale Agreement and page seventeen of the
Assignment:

27 Tri-Level Auto Racks for Datsun
service - \$12,972.00 each

Said insertions shall be in lieu of the following provisions

on page one of the Conditional Sale Agreement and page seventeen of the Assignment:

- 9 Tri-Level Auto Racks for American Motors service - \$10,613.00 each
- 18 Tri-Level Auto Racks for Chrysler service - \$10,589.00 each

2. The Conditional Sale Agreement and the Assignment are hereby amended by deleting the period in the paragraph following the description of the equipment to be acquired on page one of the Conditional Sale Agreement and page seventeen of the Assignment and inserting, after the words "dated July 16, 1973", the following:

as amended on January 3, 1974.

3. The Conditional Sale Agreement and the Assignment are hereby amended by inserting the date February 28, 1974 in the second full paragraph on page two and the last full paragraph on page three of the Conditional Sale Agreement and the second full paragraph on page eighteen of the Assignment. Said insertions shall be in lieu of the date January 31, 1974, which appears in the aforementioned paragraphs of the Conditional Sale Agreement and the Assignment.

4. The last sentence of the second full paragraph on page eighteen of the Assignment shall be deleted and the following sentence shall be inserted in lieu thereof:

The equipment shall be settled for in three groups and the closing date for each group shall be such date as specified by the railroad upon five days written notice to the Bank and the Manufacturer.

5. 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.

BURLINGTON NORTHERN INC.

[Corporate Seal]

By W.K. Buss
Vice President

ATTEST:

[Signature]
Assistant Secretary

PORTEC, INC., PARAGON DIVISION

[Corporate Seal]

By James C. Horton
Vice President

ATTEST:

[Signature]
Secretary

AMERICAN NATIONAL BANK AND TRUST COMPANY, ST. PAUL, MINNESOTA

[Corporate Seal]

By James W. Ryan
Authorized Officer

ATTEST:

[Signature]
Authorized Officer

