

SEP 15 1978 - 11 42 AM

CRAVATH, SWAINE & MOORE

~~MISSOURI~~ ~~COMMERCIAL~~ COMMISSION

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

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 WILLIAM B. MARSHALL  
 RALPH L. MCAFEE  
 ROYALL VICTOR  
 ALLEN H. MERRILL  
 HENRY W. DE KOSMIAN  
 ALLEN F. MAULSBY  
 STEWARD R. BROSS, JR.  
 HENRY P. RIORDAN  
 JOHN R. HUPPER  
 SAMUEL C. BUTLER  
 WILLIAM J. SCHRENK, JR.  
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 FRANCIS F. RANDOLPH, JR.  
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 WAYNE E. CHAPMAN  
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GEORGE T. LOWY  
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 ALAN J. HRUSKA  
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 CHRISTINE BESHAR  
 ROBERT S. RIFKIND  
 DAVID O. BROWNWOOD  
 PAUL M. DODYK  
 RICHARD M. ALLEN  
 THOMAS R. BROME  
 ROBERT D. JOFFE  
 ROBERT F. MULLEN  
 ALLEN FINKELSON  
 RONALD S. ROLFE  
 JOSEPH R. SAHID  
 PAUL C. SAUNDERS  
 MARTIN L. SENZEL

COUNSEL  
 ROSWELL L. GILPATRICK  
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 GEORGE B. TURNER  
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33 THROMMORTON STREET  
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CABLE ADDRESSES  
 CRAVATH, N. Y.  
 CRAVATH, PARIS  
 CRAVATH, LONDON E. C. 2

September 14, 1978

Amendment Agreement (No. 1) Dated as of August 1, 1978  
Amending Conditional Sale Agreement  
Filed with the ICC under Recordation No. 8996 and  
Lease Filed with the ICC under Recordation No. 8996-B

Dear Sir:

Enclosed herewith for filing pursuant to Section 20c of the Interstate Commerce Act is an Amendment, Agreement (No. 1) dated as of August 1, 1978.

The parties to the enclosed agreement are:

Trailer Train Company  
 300 South Wacker Drive  
 Chicago, Illinois 60606

First Security State Bank  
 P. O. Box 30007  
 Salt Lake City, Utah 84125

First Security Bank of Utah, N.A.  
 79 South Main Street  
 Salt Lake City, Utah 84111

The Amendment Agreement (No. 1) amends a Conditional Sale Agreement (No. 1) dated as of August 1, 1977, among

*Countrypart - John Anaton*

RECEIVED  
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 I.C.C.  
 FEE OPERATION BR.

258A121  
 Date SEP 15 1978  
 Fee \$ 10-

10/12/78 D. G.

Pullman Incorporated (Pullman Standard Division), Bethlehem Steel Corporation and First Security State Bank, as Trustee, which was recorded pursuant to Section 20c of the Interstate Commerce Act with the Interstate Commerce Commission on September 15, 1977, under Recordation No. 8996. The Amendment Agreement (No. 1) also amends a Lease of Railroad Equipment (No. 1) dated as of August 1, 1977, between Trailer Train Company and First Security State Bank, as Owner-Trustee, which was recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on February 23, 1978, under Recordation No. 8996-B.

Enclosed is a check for \$10 for the required recordation fee. Please accept for recordation one counterpart of the enclosed agreement, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,



David C. Spialter

As agent for Trailer Train Company

Mr. H. G. Hommes, Jr.,  
Assistant Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

31

BY HAND

**Interstate Commerce Commission**  
Washington, D.C. 20423

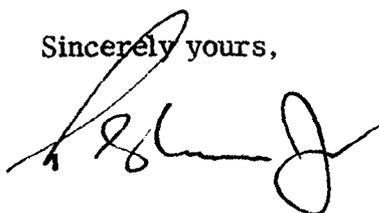
OFFICE OF THE SECRETARY

**David C. Spialter**  
**Cravath, Swaine & Moore**  
**One Chase Manhattan Plaza**  
**New York, NY 10005**

Dear **Mr. Spialter:**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **September 15, 1978 11:40am** and assigned recordation number(s) **8996-H, 8996-I, 9099-D, And 9039-D**

Sincerely yours,



H.G. Homme, Jr.,  
Acting Secretary

Enclosure(s)

SE-30-T  
(2/78)

SEP 15 1978 11 34 AM

MICHIGAN COMMERCE COMMISSION

AMENDMENT AGREEMENT (No. 1), dated as of August 1, 1978, among FIRST SECURITY STATE BANK, as Trustee (the "Vendee"), under a Trust Agreement (No. 1) dated as of August 1, 1977, with Michigan National Leasing Corporation and The Liberty National Leasing Corporation, TRAILER TRAIN COMPANY (the "Lessee") and FIRST SECURITY BANK OF UTAH, N. A., as Agent (the "Assignee").

WHEREAS the Vendee, PULLMAN INCORPORATED (Pullman Standard Division) and BETHLEHEM STEEL CORPORATION (the "Builders") have entered into a Conditional Sale Agreement (No. 1) dated as of August 1, 1977 (the "CSA");

WHEREAS the Builders and the Assignee have entered into an Agreement and Assignment (No. 1) dated as of August 1, 1977 (the "CSA Assignment");

WHEREAS the Builders have been paid in full for the railroad equipment delivered under the CSA and the Builders have no further interest in the CSA or the CSA Assignment;

WHEREAS the Vendee and the Lessee have entered into a Lease of Railroad Equipment (No. 1) dated as of August 1, 1977 (the "Lease");

WHEREAS the Vendee and the Assignee have entered

into an Assignment of Lease and Agreement (No. 1) dated as of August 1, 1977 (the "Lease Assignment");

WHEREAS the CSA, the CSA Assignment, the Lease and the Lease Assignment were filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 15, 1977, at 3:45 p.m. and were assigned recordation numbers 8996, 8996-A, 8996-B and 8996-C, respectively;

WHEREAS the CSA and the Lease included a list of railroad equipment from which deliveries could be made but only the first units of railroad equipment delivered by the Builders having an estimated total base price of \$8,500,000 and an aggregate Maximum Purchase Price of \$9,350,000 were intended to be covered by the CSA and the Lease; and

WHEREAS the parties hereto desire to amend the CSA and the Lease to show only the units of railroad equipment actually delivered and accepted under the CSA and the Lease;

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

1. Annex B to the CSA is hereby deleted and restated in its entirety as shown in Exhibit A hereto.
2. Schedule A to the Lease is hereby deleted and restated in its entirety as shown in Exhibit B hereto.

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

4. The Lessee will promptly cause this Amendment Agreement (No. 1) to be filed and recorded in accordance with the provisions of Article 18 of the CSA and § 15 of the Lease.

5. Except as amended hereby, the CSA, the Lease, the CSA Assignment and the Lease Assignment shall remain 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.

FIRST SECURITY STATE BANK

by [Signature]  
Authorized Officer

[Corporate Seal]

Attest:  
[Signature]  
Authorized Officer

TRAILER TRAIN COMPANY,

by [Signature]  
Vice President-Finance  
and Treasurer

[Corporate Seal]

Attest:  
T.D. Marion  
Assistant Secretary

FIRST SECURITY BANK OF UTAH, N.A.,  
as Agent,

[Corporate Seal]

by

*Richard B. Fisher*

Authorized Officer

Attest:

*Roma Rosenthal*

Authorized Officer

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

On this *12* day of *Sept* 1978, before me personally appeared WILLIAM C. MCGREGOR, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY STATE BANK, 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.

*Verna A. Corona*  
\_\_\_\_\_  
Notary Public  
My Commission Expires November 15, 1981

[Notarial Seal]  
My Commission expires

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

On this *28th* day of *August*, 1978, before me personally appeared *M. V. Reichert*, to me personally known, who, being by me duly sworn, says that he is a Vice President-Finance and Treasurer of TRAILER TRAIN 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.

*Margaret R. Golz*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]  
My Commission expires  
My Commission Expires July 7, 1982

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

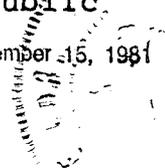
On this *12* day of *Sept*, 1978, before me personally appeared *Tuchia B. Fisher*, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, N. A., that one of the seals affixed to the foregoing instrument is the corporate seal of said 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.

*Verna J. McCrea*  
\_\_\_\_\_  
Notary Public

My Commission Expires November 15, 1981

[Notarial Seal]

My Commission expires



ANNEX B

This Annex B replaces the original  
Annex B to the CSA

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Pullman Incorporated (Pullman Standard Division)							
89' 4" 70-ton hydraulic draft gear, flush deck, low level flat cars for auto rack service; AAR Mechanical Designation: FA	3217 dated 4/27/73, as amended	Bessemer, Alabama	19	\$33,446.24	\$635,478.56	852287, 852289 852291-852293 852295-852296 852298 852301-852303 852311, 852317 852319 852322-852324 852326, 852331	Prior to December 30, 1977, at Bessemer, Alabama
89' 4" 70-ton hydraulic draft gear, flush deck, standard level flat cars for auto rack service; AAR Mechanical Designation: FA	3141 dated 12/27/72, as amended	Bessemer, Alabama	30	33,079.64	992,389.20	942445-- 942474	Prior to December 30, 1977, at Bessemer, Alabama

Exhibit A

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Bethlehem Steel Corporation							
89' 4" 70-ton hydraulic draft gear, flush deck, all purpose cars; AAR Mechanical Designation: FC	DF 3400-462	Johnstown, Pa.	177	\$38,403.22	\$6,797,369.94	978292-978297 978299-978303 978313, 978316 978318, 978319 978322, 978323 978327, 978328 978334, 978339 978340 978344-978347 978357, 978361 978366 978434-978452 978454, 978455 978461-978485 978487, 978488 978490 978492-978529 978531-978587 978590 978593-978595	Prior to December 30, 1977, at Johnstown, Pa.
			<u>226</u>		<u>\$8,425,237.70</u>		

SCHEDULE A

This Schedule A replaces the original  
Schedule A to the Lease

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Pullman Incorporated (Pullman Standard Division)							
89' 4" 70-ton hydraulic draft gear, flush deck, low level flat cars for auto rack service; AAR Mechanical Designation: FA	3217 dated 4/27/73, as amended	Bessemer, Alabama	19	\$33,446.24	\$635,478.56	852287, 852289 852291-852293 852295-852296 852298 852301-852303 852311, 852317 852319 852322-852324 852326, 852331	Prior to December 30, 1977, at Bessemer, Alabama
89' 4" 70-ton hydraulic draft gear, flush deck, standard level flat cars for auto rack service; AAR Mechanical Designation: FA	3141 dated 12/27/72, as amended	Bessemer, Alabama	30	33,079.64	992,389.20	942445- 942474	Prior to December 30, 1977, at Bessemer, Alabama

Exhibit B

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Bethlehem Steel Corporation							
89' 4" 70-ton hydraulic draft gear, flush deck, all purpose cars; AAR Mechanical Designation: FC	DF 3400-462	Johnstown, Pa.	177	\$38,403.22	\$6,797,369.94	978292-978297 978299-978303 978313, 978316 978318, 978319 978322, 978323 978327, 978328 978334, 978339 978340 978344-978347 978357, 978361 978366 978434-978452 978454, 978455 978461-978485 978487, 978488 978490 978492-978529 978531-978587 978590 978593-978595	Prior to December 30, 1977, at Johnstown, Pa.
			<u>226</u>		<u>\$8,425,237.70</u>		