

SEP 15 1978 - 11 42 AM

CRAVATH, SWAINE & MOORE ~~INTERNATIONAL~~ COMMERCE COMMISSION

ONE CHASE MANHATTAN PLAZA

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JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
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FRANCIS F. RANDOLPH, JR.
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RICHARD S. SIMMONS
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CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

September 14, 1978

Amendment Agreement (No. 2) Dated as of July 1, 1978
Amending Conditional Sale Agreement
Filed with the ICC under Recordation No. 9099
and Lease Filed with the ICC under Recordation No. 9099-B

Dear Sir:

Enclosed herewith for filing pursuant to Section 20c of the Interstate Commerce Act is an Amendment Agreement (No. 2) 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. 2) amends a Conditional Sale Agreement (No. 2) dated as of September 1, 1977, among

Counterpart to John Austin

RECEIVED
SEP 15 11 32 AM '78
I. C. C. OPERATION BR. 1

8-258A/21

Date SEP 15 1978

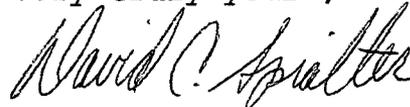
Fee \$ 10-

ICC Washington, D. C.

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 November 23, 1977, under Recordation No. 9099. The Amendment Agreement (No. 2) also amends a Lease of Railroad Equipment (No. 2) dated as of September 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 November 23, 1977, under Recordation No. 9099-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.

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BY HAND

RECORDATION NO. 9099-D Filed & Recorded

SEP 15 1978 - 11 ²⁴ AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT (No. 2), dated as of August 1, 1978, among FIRST SECURITY STATE BANK, as Trustee (the "Vendee"), under a Trust Agreement dated as of September 1, 1977, with General Electric Credit 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. 2) dated as of September 1, 1977 (the "CSA");

WHEREAS the Builders and the Assignee have entered into an Agreement and Assignment (No. 2) dated as of September 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. 2) dated as of September 1, 1977 (the "Lease");

WHEREAS the Vendee and the Assignee have entered into an Assignment of Lease and Agreement (No. 2) dated as of

September 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 November 23, 1977, at 2:25 p.m. and were assigned recordation numbers 9099, 9099-A, 9099-B and 9099-C, respectively;

WHEREAS the CSA and the Lease included a list of railroad equipment from which deliveries could be made but only the remaining units of equipment not delivered and accepted under the Conditional Sale Agreement (No. 1) dated as of September 1, 1977, entered into among the Vendee as Owner-Trustee under Trust Agreement (No. 1) with Northwestern National Bank of Minneapolis and the Builders, having an aggregate Maximum Purchase Price not exceeding \$11,000,000 were intended to be covered by the CSA, and the Lease provided that such equipment will also be covered by the Lease;

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 as shown in Exhibit A attached hereto.

2. Schedule A to the Lease is hereby deleted and restated as shown in Exhibit B attached hereto.

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

4. The Lessee will promptly cause this Amendment Agreement (No. 2) 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.

[Corporate Seal]

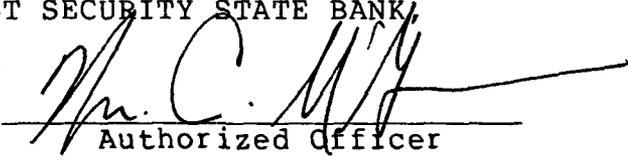
Attest:

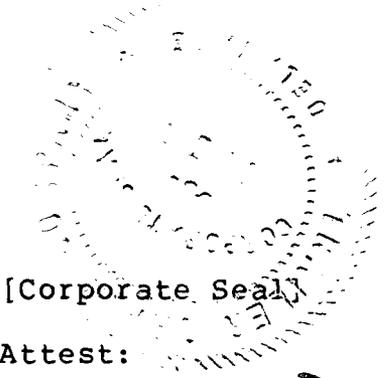

Authorized Officer



FIRST SECURITY STATE BANK

by


Authorized Officer



[Corporate Seal]

Attest:

T.D. Maron
Assistant Secretary

TRAILER TRAIL COMPANY,

by

[Signature]
Vice President-Finance
and Treasurer

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

[Corporate Seal]

Attest:

[Signature]
Authorized Officer

by

[Signature]
Authorized Officer

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

On this *13* 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.

Venna J. McCross

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.

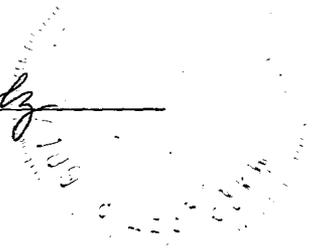
Margaret R. Golz

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 *Fuchs B. Becker*, 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 L. DeCora

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 <i>(1978)</i> | 169 | \$34,898.36 | \$5,897,822.84 | 852567-852735 | Prior to March 29, 1978, at Bessemer, Alabama |

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|--|---------------------------------|------------------------|---------------------|------------------------|-------------------------|--|---|
| Pullman Incorporated (Pullman Standard Division) | | | | | | | |
| 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 | 68 <i>(1978)</i> | \$33,065.88 | \$2,248,479.84 | 942220, 942222 942224, 942229 942233, 942236 942250 942266, 942267 942278-942280 942284-942286 942290, 942294 942296-942299 942301, 942302 942310-942313 942317, 942338 942342, 942356 942365, 942367 942378 942380-942382 942393, 942396 942398, 942403 942406, 942408 942409, 942415 942422-942444 | Prior to March 29, 1978, at Bessemer, Alabama |
| | | | 25 | 33,068.82 | 826,720.50 | 942475-942499 | |

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|---|---------------------------------|------------------------|---------------------|------------------------|-------------------------|-----------------------------------|---|
| Bethlehem Steel Corporation | | | | | | | |
| 89' 4" 70-ton hydraulic draft gear, flush deck, low level flat cars for auto rack service; AAR Mechanical Designation: FA | DF 3400-459 | Johnstown, Pa. | 41 <i>(1977)</i> | \$33,037.96 | \$1,354,556.36 | 700803, 700804 700806-700844 | Prior to December 30, 1977, at Johnstown, Pa. |
| | | | <u>303</u> | | <u>\$10,327,579.54</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 | 169 (1978) | \$34,898.36 | \$5,897,822.84 | 852567-852735 | Prior to March 29, 1978, 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> |
|---|---------------------------------|------------------------|---------------------|------------------------|-------------------------|--|---|
| Pullman Incorporated (Pullman Standard Division) | | | | | | | |
| 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 | 68 <i>(1978)</i> | \$33,065.88 | \$2,248,479.84 | 942220, 942222 942224, 942229 942233, 942236 942250 942266, 942267 942278-942280 942284-942286 942290, 942294 942296-942299 942301, 942302 942310-942313 942317, 942338 942342, 942356 942365, 942367 942378 942380-942382 942393, 942396 942398, 942403 942406, 942408 942409, 942415 942422-942444 | Prior to March 29, 1978, at Bessemer, Alabama |
| | | | 25 <i>(1978)</i> | 33,068.82 | 826,720.50 | 942475-942499 | |

| <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> |
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