

GOLENBOCK AND BARELL

60 EAST 42<sup>ND</sup> STREET

NEW YORK, N. Y. 10017

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CHRISTINA B. LEE

July 12, 1973

Mr. Eugene Kerik Garfield  
Auto-Train Corporation  
1801 K Street, N.W.  
Washington, D. C. 20006

Dear Gene:

I am enclosing a fully executed copy of an amendment to the Chattel Mortgage which was executed at the time of the last takedown of funds from U. S. Trust Company. The document must be filed with the I.C.C., and I assume that either your staff or James Glenn will take care of it.

If you have any questions, please do not hesitate to call me.

Sincerely,



Peter Rothenberg

PR:hc  
Enclosure

RECORDATION NO. 7013-A  
JUL 18 1973-8 25 PM  
STATE COMMERCE COMMISSION

AGREEMENT

AGREEMENT dated as of July 5, 1973 by and among Auto-Train Corporation, a Florida corporation, with its principal place of business at 1801 K Street, N.W., Washington, D. C. (hereinafter called the "Mortgagor") and United States Trust Company of New York and Continental Illinois National Bank and Trust Company of Chicago (hereinafter collectively called the "Mortgagees").

W I T N E S S E T H :

WHEREAS, pursuant to a certain Chattel Mortgage (the "Chattel Mortgage") dated April 19, 1973 and filed and recorded with the Interstate Commerce Commission, Mortgagor granted Mortgagees a security interest in the Mortgaged Property (as that term is defined in the Chattel Mortgage) subject to existing liens as set forth on Schedule A to the Chattel Mortgage; and

WHEREAS, the Mortgagor and Mortgagees desire to modify the Chattel Mortgage and Schedule A thereto to include in the term Mortgaged Property five steam generator cars, one flat car and one sleeping car purchased by Mortgagor on various dates between April 19, 1973 and the date hercof.

1. Schedule A to the Chattel Mortgage is hereby modified to include therein five steam generator cars, one flat car and one sleeping car (collectively, the "Equipment") at an aggregate cost of \$71,500 as follows: Five steam generator cars manufactured by Great Northern Shops, acquired from Joseph Simon & Sons, seller's identification numbers 1-4 & 9, Auto-Train identification numbers 130-134, original cost \$60,000, no capital improvements; One flat car manufactured by American Car & Foundry Co., acquired from Morrison Car Leasing, Inc., seller's identification number MCLX8900, Auto-Train identification number 100, original cost \$8,000, no capital improvements; One sleeping car manufactured by Budd & Co., acquired from J. G. Butterworth, seller's identification number "Eden Valley", Auto-Train identification number 250, original cost \$3,500, no capital improvements.

2. The Equipment is hereby included within the term Mortgaged Property, as defined in the Chattel Mortgage and the Equipment is subject to all of the terms and provisions of the Chattel Mortgage as the same relates to Mortgaged Property.

3. The Chattel Mortgage, as herein modified, shall continue in full force and effect in accordance with its terms.

the day and year first above written.

AUTO-TRAIN CORPORATION

[Corporate Seal]

By: Richard H. Tolbert  
Richard H. Tolbert  
Executive Vice President

ATTEST:

Supron Klein  
Secretary

UNITED STATES TRUST COMPANY  
OF NEW YORK

[SEAL]

By: [Signature]

ATTEST:

[Signature]  
AVP

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF CHICAGO

[SEAL]

By: [Signature]  
Vice President

ATTEST:

Thomas P. Durham

Commercial Banking Officer

STATE OF NEW YORK )  
: SS.:  
COUNTY OF NEW YORK )

On the <sup>5</sup>th day of July, 1973, before me personally appeared RICHARD H. TOLBERT, to me personally known who being by me duly sworn did depose and say that he resides at *3613 Prospect Street, Washington, D.C.*; that he is the Executive Vice President of Auto-Train Corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is said corporate seal; that it was so affixed by order of the Board of Directors of said corporation, that he signed his name thereto by like order, and that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

*Therese M. Powell*  
Notary Public

STATE OF NEW YORK )  
: SS.:  
COUNTY OF NEW YORK )

— THERESE M. POWELL  
Notary Public, State of New York  
No. 31-3147275  
Qualified in New York County  
Commission Expires March 30, 1975

On the <sup>5</sup>th day of July, 1973, before me personally appeared *David Melick*, to me personally known who being by me duly sworn did depose and say that he resides at *11 Kendall Avenue, Maplewood, New Jersey*; that he is the *Assistant Vice President* of United States Trust Company of New York, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is said corporate seal; that it was so affixed by order of the Board of Trustees of said corporation, that he signed his name thereto by like order, and that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

*Robert A. McTamoney, Jr.*  
Notary Public

ROBERT A. MCTAMANEY, JR.  
Notary Public, State of New York  
No. 31-7874645, Qual. in New York Co.  
Commission Expires March 30, 1974

STATE OF ILLINOIS )  
: SS.:  
COUNTY OF COOK )

On this <sup>9<sup>th</sup></sup> day of July, 1973, before me personally appeared *Peter D. Henry*, to me personally known who

being by me duly sworn did depose and say that he resides at 135 S. Dearborn St., Chicago, Ill. that he is the ~~President~~ of Continental Illinois National Bank and Trust Company of Chicago, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is said corporate seal; that it was so affixed by order of the Board of Trustees of said corporation, that he signed his name thereto by like order, and that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Helmut Orosch  
Notary Public

MY COMMISSION EXPIRES SEPT. 11, 1974