

JAMES T. GLENN, ESQ.

2000 K STREET, N. W.

WASHINGTON, D. C. 20006

785-4674

November 27, 1973

Mr. Robert L Oswald  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue  
Washington, D.C. 20423

7013-B  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded

NOV 28 1973 -10 30 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Pursuant to Section 20 (c) of the Interstate Commerce Act as amended and regulations issued thereunder by the Commission 49 CFR 1116, enclosed herewith please find for recordation a duly executed agreement amending a Chattel Mortgage between Auto-Train Corporation and the United States Trust Company of New York and the Continental Illinois National Bank and Trust Company of Chicago, to include therein three (3) sleeping cars more specifically described in said agreement.

The aforesaid Chattel Mortgage is recorded as #7013, May 1, 1973 at 3:10 p.m.

It is requested that appropriate copies of this agreement be included in the file and four copies bearing your stamp of recordation be returned to my office for the files of the parties to this transaction. Enclosed is a check for ten (\$10.00) dollars in payment of the recordation fee prescribed.

Very truly yours,

Signed By:  
James T. Glenn

James T. Glenn

JTG:ejb

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AGREEMENT

INTERSTATE COMMERCE COMMISSION

AGREEMENT dated as of November 9, 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, as amended July 5, 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 three sleeping cars purchased by Mortgagor between July 5, 1973 and the date hereof.

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

1. Schedule A to the Chattel Mortgage is hereby modified to include therein the following (the "Equipment"): three sleeping cars manufactured by Budd & Co., acquired from Seaboard Coast Line Railroad Company, seller's identification numbers 6402 Baypines, 6404 Cedartown, and 6406 Pinehurst, Auto-Train identification numbers 602,604 and 606, original cost \$34,500, 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.

IN WITNESS WHEREOF, the Mortgagor and the Mortgagees have caused this instrument to be duly executed as of the day and year first above written.

AUTO-TRAIN CORPORATION

(Corporate Seal)

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

ATTEST:

Stephen Gleason  
Secretary

UNITED STATES TRUST COMPANY  
OF NEW YORK

(SEAL)

By: David M. Mull

ATTEST:

Thomas J. Lynch

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF  
CHICAGO

BY:

Philip D. Kamm

Vice President

ATTEST:

Thomas R. Durham



at 135 *Sequoia Lane, Deerfield Illinois*  
that he is the *Vice President* of Continental Illinois  
National Bank and Trust Company, 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)

*Eileen Anderson*  

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Notary Public

MY COMMISSION EXPIRES  
SEPTEMBER 22, 1974

AUTO-TRAIN CORPORATION

ADDITIONS TO SCHEDULE A

(Since 4/19/73)

<u>Type of Equipment</u>	<u>Manufacturer</u>	<u>From Whom Acquired</u>	<u>No. of Units</u>	<u>Seller's Identification Numbers</u>	<u>Auto-Train's Identification Numbers</u>	<u>Original Cost</u>	<u>Capital Improvements</u>	<u>Total Cost of Equipment</u>
Sleepers	Budd	Seaboard Coast Line Railroad	3	6402, 6404, 6406	602, 604, 606	\$34,500	- 0 -	\$34,500