

AGREEMENT

AGREEMENT dated as of April 1, 1974 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 "Present Banks"), Atlantic National Bank of Jacksonville and Sanford Atlantic National Bank (hereinafter collectively called the "New Banks").

7013 - C

RECORDATION NO. _____ Filed & Recorded

W I T N E S S E T H :

APR 25 1974 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, pursuant to a certain Chattel Mortgage dated April 19, 1973, as amended July 5, 1973 and November 9, 1973 (the "Chattel Mortgage"), and filed and recorded with the Interstate Commerce Commission, Mortgagor granted the Present Banks 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 New Banks have become parties to the Credit Agreement among the Mortgagor and the Present Banks dated April 19, 1973 (as amended November 9, 1973) and have obtained an interest in the Liabilities (as defined in the Chattel Mortgage); and

WHEREAS, the Mortgagor and the Present Banks, pursuant to Section 9 of the Chattel Mortgage, desire to modify the Chattel Mortgage to assign to the New Banks an interest, and confirm the rights of the New Banks, in the Mortgaged Property.

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

1. The Present Banks hereby assign and transfer to the New Banks a pro rata interest in the Mortgaged Property in proportion to their interest in the Liabilities, such proportionate assignment of the Present Banks' right, title and interest in the Mortgaged Property to be effective on and as of April 1, 1974.

2. The Chattel Mortgage is hereby amended, as of April 1, 1974, pursuant to Section 9 thereof to confirm the rights of the New Banks in the Mortgaged Property in proportion to their interest in the Liabilities (as defined therein) and as of April 1, 1974 the New Banks shall each be a Mortgagee for all purposes thereunder.

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

By

Richard H. Tolbert
Richard H. Tolbert
Executive Vice President

[Corporate Seal]

ATTEST:

James J. [Signature]
Asst. Secretary

UNITED STATES TRUST COMPANY
OF NEW YORK

By

[Signature]
Asst. Vice Pres.

[Corporate Seal]

ATTEST:

[Signature]
Asst. Secretary

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO

BY *R. W. Haver*
Vice President

[Corporate Seal]

ATTEST:

Steve Kessler
Secretary
Comm. Banking officer

ATLANTIC NATIONAL BANK OF
JACKSONVILLE

BY *Dan W. Connell, Jr.*
Assistant Vice President

[Corporate Seal]

ATTEST:

Harry H. McLean
Vice President ~~Secretary~~

SANFORD ATLANTIC NATIONAL BANK

BY *DeWayne A. Albers*
DeWayne A. Albers
Assistant Vice President

[Corporate Seal]

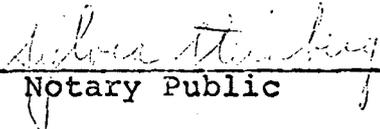
ATTEST:

Catherine M. Ray
~~Secretary~~
Catherine M. Ray
Assistant Cashier

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

On the 29 day of March, 1974, 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)

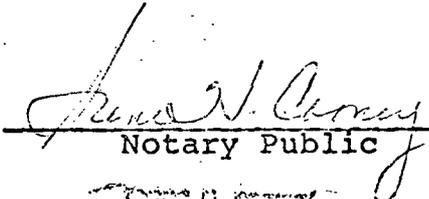

Notary Public

SYLVIA STEINBERG
Notary Public, State of New York
No. 41-3829320 Queens County
Term Expires March 30, 1975

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

On the 29th day of March, 1974, before me personally appeared DAVID M. 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 authority of the By-Laws of said corporation, that he signed his name thereto by like authority, and that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)


Notary Public

ANNE W. CONWAY
Notary Public, State of New York
No. 41-386515 Queens Co.
Cert. Filed in New York County
Commission Expires March 30, 1974

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

On this 3rd day of April, 1974, before me personally appeared PETER D. HORNE, to me personally known who being by me duly sworn did depose and say that he resides

