

MAY 01 1975 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT

AGREEMENT dated October 25, 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, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, ATLANTIC NATIONAL BANK OF JACKSONVILLE and SANFORD ATLANTIC NATIONAL BANK (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 as of November 9, 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 exclude from the term Mortgaged Property ten railroad cars being sold by Mortgagor as of 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 delete therefrom the ten railroad cars listed on Exhibit 1 annexed hereto and made a part hereof (the "Equipment").

2. The Equipment is hereby excluded from the term Mortgaged Property as defined in the Chattel Mortgage and the Equipment is hereby released from all of the terms and provisions of the Chattel Mortgage as the same relates to Mortgaged Property.

3. In the event that Mortgagor acquires title to any of the Equipment subsequent to the date hereof, such Equipment shall, upon such acquisition and without further action, be automatically included in the term Mortgaged Property and shall again be subject to all of the terms and provisions of the Chattel Mortgage as the same relates to Mortgaged Property.

4. 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

[SEAL]

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

UNITED STATES TRUST COMPANY
OF NEW YORK

[SEAL]

By: David M. Melick
David M. Melick

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO

[SEAL]

By: _____
Peter D. Horne

ATLANTIC NATIONAL BANK OF
JACKSONVILLE

[SEAL]

By: _____

SANFORD ATLANTIC NATIONAL
BANK

[SEAL]

By: _____

STATE OF *New York*,
COUNTY OF *New York*, ss.:

On the *25th* day of October, 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 4635 Massachusetts Avenue, 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

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

STATE OF *New York*,
COUNTY OF *New York*, ss.:

On the *29* day of October, 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 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]

Patrick Mostyn
Notary Public

PATRICK MOSTYN
Notary Public, State of New York
No. 24-4503863
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1975

