



**NORTH AMERICAN CAR CORPORATION**  
 33 West Monroe  
 Chicago, IL U.S.A. 60603  
 Telephone 312.853.5000  
 Telex #255222

RECORDATION NO. 7495-12 Filed 142b

APR 27 1981 - 3 00 PM  
 INTERSTATE COMMERCE COMMISSION

REC'D  
 APR 27 2 52 PM  
 FEE DEPARTMENT

April 23, 1981

No.  
 Date APR 27 1981  
 Fee \$ 10.00  
 ICC Washington, D. C.

Secretary  
 Interstate Commerce Commission  
 Washington, D.C. 20423

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 [unclear]  
 [unclear]*

Re: Section 11303 Filing: Amendment Agreement, dated as of December 15, 1974 ("Amendment"), to Conditional Sale Agreement, dated as of March 1, 1974 ("CSA"), between American Security and Trust Company, as Trustee ("Trustee") and North American Car Corporation ("North American").

Dear Mr. Secretary:

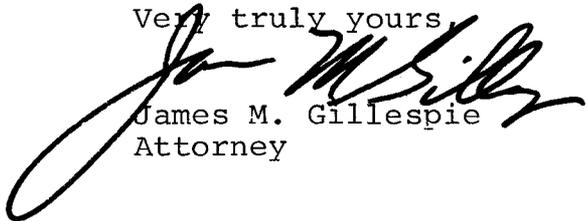
Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above-described amendment.

The Amendment amends Annex B to the CSA.

Under the CSA, the equipment identified therein is conditionally sold to the Trustee by North American, as Vendor thereunder. The CSA was recorded with the Interstate Commerce Commission under former Section 20c of the Interstate Commerce Act and was assigned recordation No. 7495.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,  
  
 James M. Gillespie  
 Attorney

JMG/tp

Enclosures

RECORDATION NO. 7495-AD Filed 1426

APR 27 1981 -3 00 PM  
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of December 15, 1974, among AMERICAN SECURITY AND TRUST COMPANY (hereinafter called the Vendee), acting as Trustee under a Trust Agreement, dated as of March 1, 1974, with CSFC Leasing Corporation and The First National Bank of Maryland, NORTH AMERICAN CAR CORPORATION (hereinafter called the Builder), and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as agent (hereinafter called the Assignee).

WHEREAS the Vendee and the Builder have entered into a Conditional Sale Agreement, dated as of March 1, 1974 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment, dated as of March 1, 1974 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act and were assigned recordation numbers 7495 and 7495-A, respectively;

WHEREAS the Vendee and North American Car Corporation, as Lessee (hereinafter in its capacity as Lessee called the Lessee), have entered into a Lease of Railroad Equipment, dated as of March 1, 1974 (hereinafter called the Lease);

WHEREAS, the Vendee and the Assignee have entered into an Assignment of Lease and Agreement, dated as of March 1, 1974 (hereinafter called the Lease Assignment);

WHEREAS the Lease and the Lease Assignment were filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Commission Act and assigned recordation numbers 7497 and 7497A, respectively; and

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement and the Lease to show the exclusion of certain units of railroad equipment and the inclusion of certain other units of railroad equipment, all for the public record;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Annex B to the Conditional Sale Agreement and Schedule A to the Lease are hereby amended to substitute units of railroad equipment numbered NAHX 46108, 46133 through 46193, 46200 through 46215 and 46245 through 46291 for units of railroad equipment numbered NAHX 46133 through 46193 and 46200 through 46291.

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

3. The Builder will cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

4. Except as amended hereby, the Conditional Sale Agreement, the Lease, the Assignment, and the Lease Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective offices thereunto duly authorized, and

their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

AMERICAN SECURITY AND TRUST COMPANY,  
as Trustee

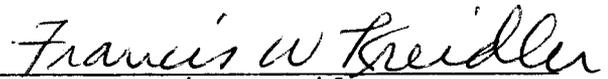
By   
Vice President

(Corporate Seal)

ATTEST:

  
Assistant Secretary

NORTH AMERICAN CAR CORPORATION

By   
Vice President

(Corporate Seal)

ATTEST:

  
Assistant Secretary

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION,  
as Agent

By   
Authorized Officer

(Corporate Seal)

ATTEST:

  
Authorized Officer

DISTRICT OF COLUMBIA ) SS:

On this 8<sup>th</sup> day of April, 1981 before me personally appeared R.D. LARSON, to me personally known, who being by me duly sworn, says that he is Vice President of AMERICAN SECURITY TRUST COMPANY, 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.

Ella Kate Niess  
Notary Public

( Notarial Seal )

My Commission expires:

1-31-84



STATE OF UTAH ) SS:  
 )  
COUNTY OF SALT LAKE )

On this 19<sup>th</sup> day of March, 1981, before me personally appeared Mary Paxman McGeel, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, 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.

Randy R. M. [Signature]  
Notary Public

( Notarial Seal )

My Commission Expires:

2-1-82