



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

February 2, 1984

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

4-0394020
No. FEB 8 1984
Date
Fee \$ 10.00
ICC Washington, D. C.

RECORDATION NO. 13576-B Filed 1425

FEB 8 1984 9 10 AM
INTERSTATE COMMERCE COMMISSION

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the First Amendment to Equipment Trust Agreement (the "Amendment") dated as of February 1, 1983 among American National Bank and Trust Company, 33 North LaSalle Street, Chicago, Illinois 60690 (the "Trustee"), as Trustee, HGA Corporation, 9700 West Bryn Mawr Avenue, Rosemont, Illinois 60018 (the "Owner"), HG, Inc., 9700 West Bryn Mawr Avenue, Rosemont, Illinois 60018 (the "Guarantor") and H Group Holding, Inc., 9700 West Bryn Mawr Avenue, Rosemont, Illinois 60018 (the "New Guarantor") which amends the Equipment Trust Agreement dated as of February 15, 1982 among the Trustee, Owner and Guarantor. The Amendment evidences the substitution of the New Guarantor for the Guarantor under the guarantee of the Equipment Trust Agreement.

The Amendment should be recorded as a supplement to the Equipment Trust Agreement dated as of February 15, 1982, which was recorded with your office on March 2, 1982 and assigned Recordation Number 13576. We enclose herewith our check in the amount of \$10.00 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Amendment to the undersigned.

Very truly yours,

ABH:cd
Enc.



Interstate Commerce Commission
Washington, D.C. 20423

2/8/84

OFFICE OF THE SECRETARY

A.B. Hillman

Union Tank Car Company
39 S. LaSalle Street
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/8/84** at **9:10am** and assigned re-
recording number(s). **13576-B**

Sincerely yours,


JAMES H. BAYNE
Secretary

Enclosure(s)

SE-30
(7/79)

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

RECORDATION NO. 13576-13 Filed 1425

FEB 8 1984 9 10 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of the First Amendment to Equipment Trust Agreement dated the 1st day of February, 1983, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 2nd day of February, 1984.

Carol D'Ascenzo
Notary Public

(S E A L)

FIRST AMENDMENT TO
EQUIPMENT TRUST AGREEMENT

FIRST AMENDMENT TO EQUIPMENT TRUST AGREEMENT, dated as of February 1, 1983, among AMERICAN NATIONAL BANK AND TRUST COMPANY, a national banking association, as trustee (the "Trustee"), HGA CORPORATION, a Delaware corporation (the "Owner"), HG, INC., a Delaware Corporation (the "Guarantor"), and H GROUP HOLDING, INC., a Delaware Corporation and the ultimate parent of Guarantor, (the "New Guarantor").

RECITALS:

Guarantor has heretofore guaranteed the obligations of Owner as provided in that certain Equipment Trust Agreement, "the "Equipment Trust Agreement"), dated as of February 15, 1982, among Trustee, Owner and Guarantor.

Guarantor has requested Trustee's consent to an amendment of the Equipment Trust Agreement and Trustee has agreed thereto, subject to the making by the New Guarantor of a guarantee identical to the guarantee heretofore provided by Guarantor.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the parties agree as follows:

1. Section 1.01 of the Equipment Trust Agreement is hereby amended by deleting the period at the end of the definition of Guarantor and adding the following language thereto:

"through and including January 31, 1983. Effective February 1, 1983, Guarantor shall mean H Group Holding, Inc., a Delaware corporation, and any successor or successors."

2. In all other respects, the Equipment Trust Agreement shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF the parties have set their hands as of the date first above written.

AMERICAN NATIONAL BANK AND TRUST COMPANY
OF CHICAGO,

by 

HGA CORPORATION

by Kenneth R. Powers
Vice President & Treasurer

HG, INC.

by Kenneth R. Powers
ASSISTANT TREASURER

H GROUP HOLDING, INC.

by Kenneth R. Powers
ASSISTANT TREASURER