

CRAVATH, SWAINE & MOORE RECEIVED

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NEW YORK, N. Y. 10005

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RCA 233663  
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APR 21 2 00 PM '80

I. C. C.  
FEE OPERATION BR.

MAURICE T. MOORE  
WILLIAM B. MARSHALL  
RALPH L. McAFEE  
ROYALL VICTOR  
HENRY W. DEKOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
FRANCIS F. RANDOLPH, JR.  
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ROBERT ROSENMAN  
JAMES H. DUFFY  
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DAVID L. SCHWARTZ  
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FREDERICK A. O. SCHWARZ, JR.  
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ROBERT D. JOFFE  
ROBERT F. MULLEN  
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RONALD S. ROLFE  
JOSEPH R. SAHLE  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON  
RICHARD L. HOFFMAN  
JOSEPH A. MULLINS  
MAX R. SHULMAN

COUNSEL  
CARLYLE E. MAW  
ALBERT R. CONNELLY  
FRANK H. DETWEILER  
GEORGE G. TYLER

ROSWELL L. GILPATRICK  
L. R. BRESLIN, JR.  
GEORGE B. TURNER  
JOHN H. MORSE  
HAROLD R. MEDINA, JR.  
CHARLES R. LINTON  
ALLEN H. MERRILL

4, PLACE DE LA CONCORDE  
75008 PARIS, FRANCE  
TELEPHONE: 265-81-54  
TELEX: 290530

33 THROGMORTON STREET  
LONDON, EC2N 2BR, ENGLAND  
TELEPHONE 01-606-1421  
TELEX: 8814901

CABLE ADDRESSES  
CRAVATH, N. Y.  
CRAVATH, PARIS  
CRAVATH, LONDON E. C. 2

RECORDATION NO. 11630-A Filed 1425  
No. 0-112A108  
Date APR 21 1980  
Fee \$ 20.00  
ICC Washington, D. C.

April 17, 1980

*This one is*  
*Carlyle E. Maw*

*Series 6A*  
*- white cover -*

Amendment Agreement Dated as of April 10, 1980  
Amending Equipment Trust Agreement  
Filed under Recordation No. 11630

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Railbox Company for filing and recordation counterparts of the following document:

Amendment Agreement dated as of April 10, 1980, between Mercantile-Safe Deposit and Trust Company, as Trustee, and Railbox Company, as Company.

The Amendment Agreement amends an Equipment Trust Agreement dated as of March 1, 1980, previously filed and recorded with the Interstate Commerce Commission on April 7, 1980, at 10:50 a.m., Recordation Number 11630.

The Amendment Agreement amends Schedule I to the Equipment Trust Agreement to show the deletion of Whittaker Equipment and the addition of ACF Equipment.

Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 11630-A.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the

**Interstate Commerce Commission**  
Washington, D.C. 20423

4/21/80

OFFICE OF THE SECRETARY

**Laurence V. Goodrich**  
**Cravath, Swaine & Moore**  
**One Chase Manhattan Plaza**  
**New York, N.Y. 10005**

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 **4/21/80** at **2:05pm**, and assigned re-  
recording number (s). **11630-A & 11631-A**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

116302A

RECORDATION NO. 11630-A Filed 1425

APR 21 1980 - 2 05 PM

Series 6A  
[CS&M Ref. 2164-103]

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of April 10, 1980, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation ("Trustee"), and RAILBOX COMPANY, a Delaware corporation ("Company").

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of March 1, 1980 ("Trust Agreement"), filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 7, 1980, at 10:50 a.m., and assigned recordation number 11630; and

WHEREAS the parties hereto desire to amend the Trust Agreement by deleting from Schedule I thereto 26 Whit-taker Corporaton, Berwick Forge and Fabricating Division, 50' 6", 70-ton capacity, general service box cars with 10' doors with car numbers 40538 through 40563 and substituting therefor 28 ACF, Incorporated, 50' 6", 70-ton capacity, general service box cars with 10' doors.

WHEREAS this substitution of Equipment is authorized by the second paragraph of Section 4.01 and Section 5.03 of the Trust Agreement without the consent of the Purchasers.

NOW, THEREFORE, in consideration of the mutual

agreements herein contained, the parties hereto agree as follows:

1. Schedule I to the Trust Agreement is hereby deleted and restated in its entirety as set forth in Schedule I attached hereto.

2. Except as amended hereby, the Trust Agreement shall remain in full force and effect.

3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, Trustee,

by

  
Assistant Vice President

[Corporate Seal]

Attest:

  
  
Corporate Trust Officer

RAILBOX COMPANY,

by *R. J. Pennington*  
Treasurer

[Corporate Seal]

Attest:

*T. D. Marlow*  
Assistant Secretary

STATE OF MARYLAND, )  
 ) ss.:  
COUNTY OF BALTIMORE, )

On this <sup>18th</sup> day of April 1980, before me personally appeared R. E. SCHREIBER, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation 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 Corporation.

Patricia A. Shilow

[NOTARIAL SEAL]

My Commission expires: 7-1-82

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this <sup>17th</sup> day of April 1980, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Treasurer of RAILBOX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation 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 Corporation.

J. P. H. H. H.

[NOTARIAL SEAL]

My Commission expires:

My Commission Expires December 27, 1983

SCHEDULE I

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>
50'6", 70-ton capacity, general service box car with 10' door	Whittaker Corpo- ration, Berwick Forge and Fabri- cating Division	186	40564-40749	XM
50'6", 70-ton capacity, general service box car with 10' door	PACCAR Inc	50	40200-40249	XM
50'6", 70-ton capacity, general service box car with 10' door	FMC Corporation	570	37750-38319	XM
50'6", 70-ton capacity, general service box car with 10' door	Pullman Incorporated (Pullman Standard Division)	1,024	40750-41173 43350-43949	XM
50'6", 70-ton capacity, general service box car with 10' door	ACF, Incorporated	28	33627, 33666 33673, 33675 33677, 33683 33689, 33695 33701, 33703 33740, 33838 33961, 34010 34014 34020, 34021 34035, 34049 34060, 34065 34073, 34084 34055, 34091 34093, 34094 34096	XM
50'6", 70-ton capacity, general service box car with 10' door	ACF, Incorporated	<u>310</u>	35750-36059	XM
		<u>2,168</u>		