

# MISSOURI PACIFIC RAILROAD CO.

210 N. 13TH STREET

ST. LOUIS, MISSOURI 63103

JAMES A. HESSE 622-2024  
ASSISTANT GENERAL COUNSEL

DONALD E. MOLLOY 622-2016  
PAUL E. LITTLETON 622-2017  
WILLIAM A. BRASHER 622-2021  
GENERAL ATTORNEYS

JOSEPH J. GAZZOLI 622-2013  
ATTORNEY

TEL. AREA CODE 314 622-0123

### LAW DEPARTMENT

MARK M. HENNELLY  
SENIOR VICE PRESIDENT AND GENERAL COUNSEL  
622-2025

FRANCIS L. BARKOFSKE 622-2866  
ASSISTANT GENERAL COUNSEL

PATRICK C. MULLEN 622-2022  
GENERAL SOLICITOR

ROBERT H. STAHLHEBER 622-2014  
CHIEF COMMERCE COUNSEL

ARTHUR R. ZAEGEL 622-2015

RECORDATION NO. 11671-4 FILED 1425

April 23, 1980 **APR 24 1980 - 1 35 PM**

INTERSTATE COMMERCE COMMISSION

FOR DELIVERY BY MESSENGER

Re: Conditional Sale Agreement, Dated as of March 1, 1980,  
Between Missouri Pacific Railroad Company, as Purchaser,  
and Certain Vendors, Including General Electric Company;  
Recordation No. 11671

RECEIVED  
APR 24 1 31 PM '80  
I.C.C. OPERATION BR.  
FEE OPERATION BR.

Mrs. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

No. 0-115A053  
Date APR 24 1980  
Fee \$ 10.00

ICC Washington, D. C.

Dear Mrs. Mergenovich:

Please refer to my letter of April 14, 1980, which transmitted for filing and recording with the Commission the above-referenced Conditional Sale Agreement. We are now enclosing herewith for filing and recording, pursuant to 49 USC §11303 and 49 CFR Part 1116, five executed counterparts of an Amended Agreement, dated as of April 1, 1980, amending the above-referenced Conditional Sale Agreement. The effect of this Amendment is merely to change the road numbers assigned to the equipment to be built by Vendor, General Electric, pursuant to said Conditional Sale Agreement, as follows:

<u>No. of Units</u>	<u>Description</u>
20	B-23-7 2,250 HP Diesel Electric Locomotives, AAR Mechanical Designation BB, Change Road Nos. from MP 2339-2358, inclusive, to MP 4650-4669, inclusive.

It is our understanding that, upon filing and recordation, two counterparts will be retained in the Commission's files. The remaining counterparts, stamped with recordation information, should be returned to Ms. Taffy Staub, Administrative Assistant, Missouri Pacific Railroad Company, by whom these documents are being delivered, and who will arrange to pick up same at your office as soon as recordation has been accomplished.

*Katherine E. Staub*  
*C. Staub*

Mrs. Agatha L. Mergenovich

-2-

April 23, 1980

Also enclosed herewith is a voucher in the amount of \$10.00 to cover the filing and recording fee.

Very truly yours,

*Mark M. Hennelly*

Mark M. Hennelly

slh  
Enclosures

cc: Mr. Costa Constantine  
Cravath, Swaine & Moore  
One Chase Manhattan Plaza  
New York, NY 10005

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

4/24/80

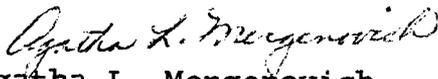
OFFICE OF THE SECRETARY

**Ms. Taffy Staub**  
**Administrative Assistant**  
**Missouri Pacific RR Co.**  
**210 N.13th St.**  
**St. Louis, Missouri 63103**

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 **4/24/80** at **1:35pm**, and assigned re-  
recording number (s). **11671-A**

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

RECORDATION No. 11671-A Filed 1425

APR 24 1980 - 1 35 PM

[CS&M 2043-986]

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 1, dated as of April 1, 1980, among MISSOURI PACIFIC RAILROAD COMPANY (the "Railroad"), GENERAL ELECTRIC COMPANY ("GE"), and MERCANTILE TRUST COMPANY, N.A. (the "Assignee").

The Railroad, General Motors Corporation (Electro-Motive Division), Bethlehem Steel Corporation, Fruit Growers Express Company (hereinafter called the "Other Builders") and GE have entered into a Conditional Sale Agreement dated as of March 1, 1980 (the "CSA");

GE, the Other Builders and the Assignee have entered into an Agreement and Assignment dated as of March 1, 1980 (the "Assignment");

The CSA and the Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 14, 1980, at 2:25 p.m., and assigned Recordation No. 11671; and

The parties hereto now desire to amend the CSA to provide new numbers for the Equipment to be built by GE and the Other Builders have no interest in such amendment (the terms used in this Amendment which are defined in the CSA having the meanings specified in the CSA);

NOW, THEREFORE, in consideration of the mutual

covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The CSA is hereby amended to delete from Schedule B to the CSA the road numbers of the Railroad MP 2339-2358 for the Equipment to be built by GE and to insert in their place the road numbers of the Railroad MP 4650-4669.

2. The Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

3. The Railroad will promptly cause this Amendment to be filed in accordance with the provisions of Article 19 of the CSA.

4. Except as amended hereby, the CSA and the 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 officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MISSOURI PACIFIC RAILROAD COMPANY,

[Corporate Seal]

by

*M. J. Henneley*

Vice President

Attest:

*A. J. Verard*  
Assistant Secretary

GENERAL ELECTRIC COMPANY,

by

*R. M. Mow*

MANAGER-MARKETING  
LOCOMOTIVE MARKETING DEPARTMENT

[Corporate Seal]

Attest:

*J. T. Hing*  
Attesting Secretary

MERCANTILE TRUST COMPANY, N.A.,

by

*G. W. Waley*

Vice President

[Corporate Seal]

Attest:

*Victor Zamb*  
Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF ERIE, )

On this 21st day of April 1980, before me personally appeared R.D. Marey, to me personally known, who being by me duly sworn, says that he is Manager - Marketing Locomotive Marketing Department of GENERAL ELECTRIC 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.

Doris W. Chilcott
Notary Public

[Notarial Seal]

Doris W. Chilcott, Notary Public
Lawrence Park Twp., Erie Co., Pa.
My Commission Expires Nov. 26, 1983