

MISSOURI PACIFIC RAILROAD CO.

210 N. 13TH STREET

ST. LOUIS, MISSOURI 63103

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  
FEB 1425 135A086

May 12, 1980 MAY 15 1980 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

Date MAY 15 1980  
Fee 10.00

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 Bethlehem Steel Corporation;  
Recordation No. 11671

ICB Washington, D.C.  
MAY 15 3 48 PM '80  
RECEIVED  
I.C.C.  
FEE OPERATION BR.

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

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, six executed counterparts of Amendment Agreement No. 2, dated as of May 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, Bethlehem Steel Corporation, pursuant to said Conditional Sale Agreement, as follows:

<u>No. of Units</u>	<u>Description</u>
500	100-Ton Open Top Quad Hopper Cars, AAR Mechanical Designation HT, Change Road Nos. from MP 582000-582499, inclusive, to MP 582500-582999, 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.

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

Encs.

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

*Handwritten notes:*  
Katherine E. Staub  
C. Staub

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

5/15/80

OFFICE OF THE SECRETARY

**Mark M. Hennelly**  
**Missouri Pacific RR.Co.**  
**210 N. 13th Street**  
**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 **5/15/80** at **3:50pm**, and assigned re-  
recording number (s). **11671-B**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. *11671-B* Filed 1425 [CS&M 2043-986]

MAY 15 1980 - 3 50 PM

INTERSTATE COMMERCE COMMISSION  
AMENDMENT AGREEMENT No. 2, dated as of  
May 1, 1980, among MISSOURI PACIFIC RAILROAD  
COMPANY (the "Railroad"), BETHLEHEM STEEL  
CORPORATION ("Bethlehem"), and MERCANTILE TRUST  
COMPANY, N.A. (the "Assignee").

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

Bethlehem, 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.

The Railroad, the Assignee and General Electric Company have entered into an Amendment Agreement No. 1 dated as of April 1, 1980, which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 24, 1980, at 1:35 p.m., Recordation No. 11671-A.

The parties hereto now desire to amend the CSA to provide new numbers for the Equipment to be built by Bethlehem

and the Other Builders have no interest in such amendment (the terms used in this Amendment No. 2 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 582000 through 582499, inclusive for the Equipment to be built by Bethlehem and to insert in their place the road numbers of the Railroad MP 582500 through 582999 inclusive.

2. The CSA is hereby further amended in Schedule B thereto by more fully describing the Equipment of Bethlehem under the heading "Type" as 100-ton Open Top Quad Hopper Cars.

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

4. The Railroad will promptly cause this Amendment No. 2 to be filed in accordance with the provisions of Article 19 of the CSA.

5. 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. H. Kennedy  
Vice President

Attest:

H. J. Herold  
Assistant Secretary

BETHLEHEM STEEL CORPORATION,

[Corporate Seal]

by David Johnson  
Vice President

Attest:

[Signature]  
Assistant Secretary

MERCANTILE TRUST COMPANY, N.A.,

[Corporate Seal]

by [Signature]  
Vice President

Attest:

Victor J. [Signature]  
Assistant Secretary



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

On this 5<sup>th</sup> day of May 1980, before me personally appeared DAVID ADAMS, IV, to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL CORPORATION, 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.

[Notarial Seal]

*Evelyn J. Neek*

Notary Public

My Commission Expires

City of Bethlehem

Lehigh County

October 13, 1982