

STEPTOE & JOHNSON

1250 CONNECTICUT AVENUE
WASHINGTON, D. C. 20036

CHERYL A. SKIGIN
(202) 862-2053

February 11, 1981

1-04A168

No. [Stamp]
Date FEB 12 1981
Fee \$ 10.00
ICC Washington, D. C.

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Room 2215, 12th and Constitution
Avenues
Washington, DC 20423

RECORDATION NO. 11833-N

FFB 13 1981 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

Daer Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are several copies of the following document:

FIRST AMENDMENT, dated as of January 31, 1981, between Manufacturers National Bank of Detroit and Bankers Trust Company.

It relates to the following equipment: (1) 100, 100-ton, 7025 cubic foot wood chip cars, numbered ADN4100 - ADN4199; (2) 100, 100-ton 3500 cubic foot covered hoppers, numbered GMRC2000 - GMRC2099; (3) 100, 100-ton, 4650 cubic foot covered hoppers numbered WAR15200 - WAR15299; (4) 400, 100-ton, 4650 cubic foot hoppers, numbered WAR16100 - WAR16499; (5) 200, 100-ton 4700 cubic foot covered hoppers, numbered ATW7000 - ATW7199; and (6) 86, 100-ton, 4750 cubic foot covered hoppers, numbered BRAX260225 - BRAX260226, BRAX260228 - BRAX260230, BRAX260232 - BRAX260234, BRAX260236 - BRAX260246, BRAX260248 - BRAX260250, BRAX260252 - BRAX260257, BRAX260260 - BRAX260279, BRAX260282 - BRAX260288, BRAX260291 - BRAX260311, BRAX260313 - BRAX260318, and BRAX260321 - BRAX260324. All car numbers are inclusive.

The names and addresses of the parties to the transactions evidenced by the document described above are as follows:

Owner Trustee: Manufacturers National Bank of Detroit
100 Renaissance Center
Detroit, MI 48243

Security Trustee: Bankers Trust Company
One Bankers Trust Plaza
New York, NY 10006

It is requested that this document be filed and recorded under the names of the parties as set forth above. In view of the fact that it relates to the Equipment Trust Agreement and Assignment of Leases dated as of June 10 1980, previously assigned recordation number 11833, it is additionally requested that it be assigned the next available letter designation (which is believed to be "N" under that primary number.

Vertical handwritten note: Cheryl Skigin - Mergin M.C.

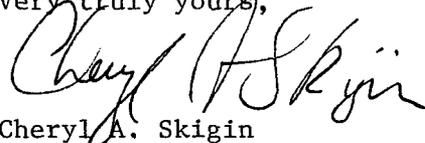
Ms. Mergenovich

- 2 -

February 11, 1981

Please return to the person presenting this letter: (1) your letter acknowledging the filing, (2) a receipt for the \$10.00 filing fee paid by check drawn on this firm, (3) the enclosed copies of this letter, and (4) any copies of the document not required for recordation -- all stamped to indicate appropriate filing information.

Very truly yours,



Cheryl A. Skigin

MBM:mbm

FIRST AMENDMENT dated as of January 31, 1981 to Equipment Trust Agreement and Assignment of Leases, dated as of June 10, 1980, between Manufacturers National Bank of Detroit, as Owner Trustee, and Bankers Trust Company, as Security Trustee (the "Equipment Trust Agreement")

RECORDATION NO. 11835-N
FILED 1425

FFB 13 1981 -1 00 PM

R E C I T A L

INTERSTATE COMMERCE COMMISSION

1. Terms used in this Amendment without definition shall have the meanings specified in the Equipment Trust Agreement.

2. The parties wish to amend Attachment A of the Equipment Trust Agreement to add Equipment thereto.

3. Pursuant to Section 10.01 of the Equipment Trust Agreement, the parties may execute such Amendment without the consent of the Holders.

THE PARTIES AGREE:

Attachment A to the Equipment Trust Agreement is deleted and replaced in its entirety by Attachment A attached hereto.

This Amendment may be executed in counterparts, each of which shall be deemed an original but all of which when taken together shall constitute a single instrument.

IN WITNESS WHEREOF, the Owner Trustee and the Security Trustee 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 written.



(Corporate Seal)

Attest:

By Gary A. Faila

GARY A. FAILLA
Trust Officer

MANUFACTURERS NATIONAL BANK
OF DETROIT, Owner Trustee

By Donald E. Black

DONALD E. BLACK
VICE PRESIDENT & SENIOR TRUST OFFICER

BANKERS TRUST COMPANY,
Security Trustee

By _____

(Corporate Seal)

Attest:

By _____

The American Road Security Trust No. 1

Attachment A

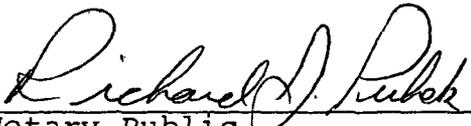
to

Equipment Trust Agreement and
Assignment of Leases, dated as of
June 10, 1980, between Manufacturers
National Bank of Detroit, as Owner Trustee
and Bankers Trust Company, as Security Trustee

<u>Number of Units of Equipment</u>	<u>Identification Nos. (Inclusive)</u>	<u>Physical Description</u>	<u>AAR Designation</u>
100	ADN 4100-ADN 4199	100 ton, 7025 cubic foot Wood Chip Cars	GT
100	GMRC 2000- GMRC 2099	3500 cubic foot 100 ton Covered Hoppers	LO
100	WAR 15200- WAR 15299	4650 cubic foot 100 ton Covered Hoppers	LO
400	WAR 16100- WAR 16499	4650 cubic foot 100 ton Covered Hoppers	LO
200	ATW 7000-ATW 7199	4700 cubic foot 100 ton Covered Hoppers	LO
86	BRAX 260225-BRAX 260226 BRAX 260228-BRAX 260230 BRAX 260232-BRAX 260234 BRAX 260236-BRAX 260246 BRAX 260248-BRAX 260250 BRAX 260252-BRAX 260257 BRAX 260260-BRAX 260279 BRAX 260282-BRAX 260288 BRAX 260291-BRAX 260311 BRAX 260313-BRAX 260318 BRAX 260321-BRAX 260324	4750 cubic foot 100 ton Covered Hoppers	LO

STATE OF MICHIGAN)
)
) ss.:
)
COUNTY OF WAYNE)

On this 11th day of February, 1981, before me personally appeared DONALD E. BLACK to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT & SENIOR TRUST OFFICER of MANUFACTURERS NATIONAL BANK OF DETROIT, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was on February 11, 1981 signed and sealed on behalf of said national banking 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 national banking association.



Notary Public

My Commission Expires _____.

RICHARD J. PUHEK
Notary Public Oakland County, Mich.
Acting In Wayne County, Mich.
My Commission Expires Aug. 5, 1984

STATE OF NEW YORK)
)
) ss.:
)
COUNTY OF NEW YORK)

On this _____ day of _____, 1981, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said New York banking corporation and that said instrument was on _____, 1981 signed and sealed on behalf of said New York banking 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 New York banking corporation.

Notary Public

My Commission Expires _____.

FIRST AMENDMENT dated as of January 31, 1981 to Equipment Trust Agreement and Assignment of Leases, dated as of June 10, 1980, between Manufacturers National Bank of Detroit, as Owner Trustee, and Bankers Trust Company, as Security Trustee (the "Equipment Trust Agreement").

R E C I T A L

1. Terms used in this Amendment without definition shall have the meanings specified in the Equipment Trust Agreement.

2. The parties wish to amend Attachment A of the Equipment Trust Agreement to add Equipment thereto.

3. Pursuant to Section 10.01 of the Equipment Trust Agreement, the parties may execute such Amendment without the consent of the Holders.

THE PARTIES AGREE:

Attachment A to the Equipment Trust Agreement is deleted and replaced in its entirety by Attachment A attached hereto.

This Amendment may be executed in counterparts, each of which shall be deemed an original but all of which when taken together shall constitute a single instrument.

IN WITNESS WHEREOF, the Owner Trustee and the Security Trustee 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 written.

MANUFACTURERS NATIONAL BANK
OF DETROIT, Owner Trustee

(Corporate Seal)

By _____

Attest:

By _____

BANKERS TRUST COMPANY,
Security Trustee

By Robert T. [Signature]

(Corporate Seal)

Attest:

By [Signature]

STATE OF MICHIGAN)
)
) ss.:
COUNTY OF WAYNE)

On this _____ day of _____, 1981, before me personally appeared _____ to me personally known, who, being by me duly sworn, says that he is a _____ of MANUFACTURERS NATIONAL BANK OF DETROIT, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was on _____, 1981 signed and sealed on behalf of said national banking 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 national banking association.

Notary Public

My Commission Expires _____.

STATE OF NEW YORK)
)
) ss.:
COUNTY OF NEW YORK)

On this 3rd day of February, 1981, before me personally appeared Romano J. Bluso, to me personally known, who, being by me duly sworn, says that he is Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said New York banking corporation and that said instrument was on February 3, 1981 signed and sealed on behalf of said New York banking 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 New York banking corporation.

Lorraine Kapuzyski
Notary Public

My Commission Expires March 30, 1982.

LORRAINE KAPUZYSKI
Notary Public, State of New York
No. 43-4639783
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1982