



THE FAMILY LINES RAIL SYSTEM

908 W. Broadway · P.O. Box 32290 · Louisville, Kentucky 40232 · Telephone (502) 587-5000

July 24, 1981

LAW DEPARTMENT
Writer's direct
telephone line: 587-5235

RECORDATION NO. 12062-C Filed 1425
JUL 27 1981 - 10 15 AM
Date JUL 27 1981
Fee \$ 10.00
ICC Washington, D. C.

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Madam Secretary:

There is transmitted to you herewith for filing and recordation, pursuant to 49 U.S.C. Section 11303, duly executed counterparts of an Amendment Agreement dated as of December 2, 1980 among Louisville and Nashville Railroad Company, whose address is 908 West Broadway, Louisville, Kentucky 40203, First Security State Bank, whose address is 79 South Main Street, Salt Lake City, Utah 84111, and First Security Bank of Utah, N.A., whose address is 79 South Main Street, Salt Lake City, Utah, 84111.

The Amendment Agreement amends that Trust Indenture and Security Agreement dated as of January 1, 1980 which was filed and recorded with the Interstate Commerce Commission on July 31, 1980 and assigned Recordation No. 12062-A. Schedule I to the Security Agreement is amended to read as set forth in Schedule I of the Amendment Agreement, copy attached.

Attached hereto is the prescribed recordation fee for filing said Amendment Agreement.

This letter of transmittal is signed by an officer of Louisville and Nashville Railroad Company designated for the purpose hereof who has knowledge of the matters set forth herein.

C. O. ...

JUL 27 10 04 AM '81
RECEIVED

Ms. Agatha L. Mergenovich

-2-

July 24, 1981

After recordation, please return the recorded counter-
parts of said Amendment Agreement to:

Mr. David M. Yearwood
General Attorney
Louisville and Nashville Railroad Company
P. O. Box 32290
Louisville, Kentucky 40232.

Respectfully yours,

LOUISVILLE AND NASHVILLE RAILROAD COMPANY

By David M. Yearwood
David M. Yearwood
General Attorney

Attachments

SCHEDULE I TO TRUST B
SECURITY AGREEMENT

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
39	XL	50-ton box cars	96335-96347 96351-96353 96362 96365 96367 96376 96378-96380 96382 96384 96385 96387 110288-110290 111887-111895	10
38	XM	50-ton box cars	96389-96392 96394 110291-110301 110304 110305 110307-110318 110321 110322 110325 110327-110330 110332	10
14	LC	70-ton box cars	94000-94013	13
9	XF	70-ton box cars	112769 112774-112776 112779 112784 112786 112787 113891	13
30	XL	70-ton box cars	111987-111989 112253-112256 112522 112529-112537 112545 112548 112549 112551 112552 112556 112566-112568 112570 112759 112765 112766	13

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
23	XM	70-ton box cars	112538-112540 112746-112748 112750 112753-112758 112789 112797-112800 112803 112806 112809 112814 112816	13
3	XL	100-ton box cars	113955 113961 114080	14
13	XP	100-ton box cars	113956-113958 114069-114074 114078 114302 114304 114305	14
22	HT	70-ton open top hopper cars	76527 76531 76542 76554 76557 76567 76569 76570 76573 76575 76585 76589 76593 76594 76597 76598 76602 76608-76610 76613 76614	12

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
16	HT	80-ton open top hopper cars	189450 189454 189456 189457 189460 189464 189465 189468 189473 189474 189482 189483 189485 189490 189491 189493	12
3	HT	100-ton open top hopper cars	192111 192119 192120	14
28	GB	70-ton gondola cars	27451 28603 28604 28607 28612-28616 28619 28620 29053 29054 29566 29569 29573 29578 29580 29582 29586 29597 29598 29602 29604 29608 29613-29615	12
4	LG	70-ton gondola cars	27782 27784 27789 29616	12

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
21	LO	70-ton ballast cars	45202 45205 45207 45211 45213 45218 45222-45224 45231 45233-45235 45238 45240 45242 45243 45247-45250	10
6	LO	70-ton covered hopper cars	37174 37175 201888-201890 201893	10
34	LO	100-ton covered hopper cars	201656 201659 201660 201663 201669 201670 201672-201676 201678-201681 201896 201897 201983 201984 204303-204307 204309 204310 204312 204313 205223 205225 205227 205233 205234 250520	14
1	LP	50-ton ribbon rail car	42900	10
11	FMS	70-ton bulkhead flat cars	990610 990611 990835	12

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
			990836 990911-990914 991009 991010 991200	
3	FB	100-ton bulkhead flat cars	990317-990319	12
1	FMS	100-ton bulkhead flat car	990404	12
12	GBSR	100-ton covered gondola cars	26375-26386	13
5	LP	70-ton pulpwood cars	20013 20101 20197 20288 20291	11

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#5 Done on
in 12062-B

RECORDATION NO. 12062-C Filed 1425

AMENDMENT AGREEMENT
[L&N TRUST B]

JUL 27 1981 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

This Amendment Agreement dated as of December 2, 1980 among LOUISVILLE AND NASHVILLE RAILROAD COMPANY, a Kentucky corporation (hereinafter called "Lessee"), FIRST SECURITY STATE BANK, a Utah corporation, as Trustee (hereinafter called "Owner Trustee") under a Trust Agreement dated as of January 1, 1980 with Westinghouse Credit Corporation, and FIRST SECURITY BANK OF UTAH, N.A., a national banking association, as Trustee (hereinafter called "Security Trustee") under a Trust Indenture and Security Agreement dated as of January 1, 1980 (hereinafter called the "Trust B Security Agreement") with Owner Trustee.

W I T N E S S E T H:

WHEREAS:

(a) The parties hereto, among others, have entered into a Participation Agreement dated as of January 1, 1980 (hereinafter called the "Trust B Participation Agreement") providing for the leveraged lease financing of the reconstruction of certain railroad equipment.

(b) Owner Trustee and Lessee have entered into a Lease of Railroad Equipment dated as of January 1, 1980 (hereinafter called the "Trust B Lease").

(c) The Trust B Security Agreement and the Trust B Lease were filed with the Interstate Commerce Commission pursuant to §11303 of Title 49, United States Code, on July 31, 1980 at 2:30 P.M. and were assigned recordation numbers 12062-A and 12062, respectively.

(d) All equipment deliveries pursuant to the Trust B Participation Agreement have been completed, and the parties hereto desire to amend the Trust B Security Agreement and the Trust B Lease pursuant to Section 9(c) of the Trust B Participation Agreement to reflect the equipment subject thereto and to make certain other changes in such documents.

NOW, THEREFORE, in consideration of the mutual agreements herein contained and intending to be legally bound hereby, the parties hereto agree as follows:

1. Owner Trustee and Security Trustee agree that the Trust B Security Agreement is hereby amended by deleting Schedule I thereto and substituting therefor the Schedule I attached hereto.

2. Owner Trustee and Lessee agree that the Trust B Lease is hereby amended by deleting Schedules A and B thereto and substituting therefor the Schedules A and B attached hereto.

3. Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 15 of the Trust B Lease.

4. This Amendment Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument.

5. This Amendment Agreement shall be deemed to have been made under and shall be governed by the laws of the Commonwealth of Kentucky in all respects, including matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers thereunto duly authorized as of the day and year first above written.

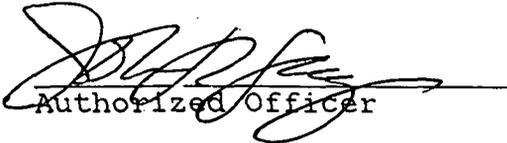
(Corporate Seal)
ATTEST:


Assistant Secretary

LOUISVILLE AND NASHVILLE
RAILROAD COMPANY

By 
Vice President

(Corporate Seal)
ATTEST:


Authorized Officer

FIRST SECURITY STATE BANK,
as Owner Trustee

By 
Authorized Officer

(Corporate Seal)
ATTEST:


Authorized Officer

FIRST SECURITY BANK OF UTAH, N.A.,
as Security Trustee

By 
Authorized Officer

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 17th day of April, 1981, before me personally appeared MARY PAXMAN MCGEE, to me personally known, who, being by me duly sworn, says that he is an authorized officer of First Security Bank of Utah, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said association and that said instrument was signed and sealed on behalf of said association by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Randy R. Marchant
Notary Public

(Notarial Seal)

My Commission Expires 2-8-82

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 17th day of April, 1981, before me personally appeared FUCHIA B. EICHERS, to me personally known, who, being by me duly sworn, says that he is an authorized officer of First Security State Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Randy R. Marchant
Notary Public

(Notarial Seal)

My Commission Expires 2-8-82

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

SS

On this 19 day of ~~April~~ ^{May} 1981, before me personally appeared H. L. SNYDER, to me personally known, who, being by me duly sworn, says that he is Vice Pres-Treas of Louisville and Nashville Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and 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.

Samuel L. Hollins
Notary Public

(Notarial Seal)

My Commission Expires 11/15/81

SCHEDULE B TO TRUST B
LEASE OF RAILROAD EQUIPMENT

RENTALS AND TERMS

<u>Category of Units</u>	<u>Basic Rental Factor (as percentage of Total Cost)</u>	<u>Ratio of Reconstr. Cost to Total Cost</u>	<u>No. Payments of Basic Rent</u>	<u>End of Initial Lease Term</u>
10	6.6243	80.59%	20	1/31/91
11	6.3625	73.07%	22	1/31/92
12	5.9727	76.73%	24	1/31/93
13	5.6522	81.13%	26	1/31/94
14	5.4190	82.16%	28	1/31/95

DATE 1: December 31, 1980
DATE 2: November 1, 1980

SCHEDULE A TO TRUST B
LEASE OF RAILROAD EQUIPMENT

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38	XM	50-ton box cars	96389-96392 96394 110291-110301 110304 110305 110307-110318 110321 110322 110325 110327-110330 110332	10
14	LC	70-ton box cars	94000-94013	13
9	XF	70-ton box cars	112769 112774-112776 112779 112784 112786 <u>112787</u> <u>113891</u>	13
30	XL	70-ton box cars	111987-111989 112253-112256 112522 112529-112537 112545 112548 112549 112551 112552 112556 112566-112568 112570 112759 112765 112766	13

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SECURITY AGREEMENT

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4	LG	70-ton gondola cars	27782 27784 27789 29616	12

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Category</u>
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			990911-990914	
			991009	
			991010	
			991200	
3	FB	100-ton bulkhead flat cars	990317-990319	12
1	FMS	100-ton bulkhead flat car	990404	12
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