

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR

February 9, 1981

202 347-7170

No. 1-040A146

The Honorable Agatha Mergenovich
Secretary

Interstate Commerce Commission

12th & Constitution, N.W.

Room 2215

Washington, D. C. 20423

12302
Filed 142
10:00

EFB 9 1981 -2 00 PM

Washington, D. C.

INTERSTATE COMMERCE COMMISSION

RE: Utility Fuels, Inc. Lease Financing Dated As
Of October 1, 1980; Amendment Agreement No.
1 Dated As Of January 19, 1981 (Yellow Covers)

Dear Madam Secretary:

Pursuant to 49 U.S.C. §11303 and the Commission's
rules and regulations thereunder, I enclose herewith on
behalf of Utility Fuels, Inc. for filing as an additional
filing under recordation number 12302, counterparts of
the following document:

Amendment Agreement No. 1, dated as of January
19, 1981, among the Connecticut Bank and Trust
Company, as Trustee, Utility Fuels, Inc., Mer-
cantile Safe-Deposit and Trust Company and ACF
Industries, Inc.

The names and addresses of the parties to the afore-
mentioned Amendment Agreement are as follows:

Builder-Vendor:

ACF Industries, Inc.
750 Third Avenue
New York, New York 10017

Lessee:

Utility Fuels, Inc.
611 Walker Street
Houston, Texas 77002

RECEIVED
FEB 9 1 54 PM '81
I.C.C.
FEE OPERATION BR.

Countersigned John LeSeur

The Honorable Agatha Mergenovich
Page 2
February 9, 1981

Agent-Assignee:

Mercantile-Safe Deposit and Trust Co.
Two Hopkins Plaza
Baltimore, Maryland 21203
(Agent-Assignee of Builder-Vendor)

Trustee-Lessor

The Connecticut Bank and Trust Company
One Constitution Plaza
Hartford, Connecticut 06115

Please file the Amendment Agreement referred to in this letter and index it under the names of the Builder-Vendor, Lessee, Agent-Assignee and Trustee Lessor.

The equipment covered by the aforementioned document consists of 305 105 ton 4240 cu. ft. gondola type coal cars; AAR Mechanical Designation GTS; bearing identifying numbers of the Lessee listed in Exhibits A and B to the Amendment Agreement.

Enclosed is our check in the amount of \$10.00 for the required recordation fee. Please stamp all counterparts with your official recording stamp, and file one counterpart under the recordation number 12302-D. It is requested that the remaining counterparts be returned to the bearer of this letter, along with your fee receipt.

Thank you for your consideration in this matter.

Very truly yours,


C. Michael Loftus
As Agent for
Utility Fuels, Inc.

CML/wlg

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

2/9/81

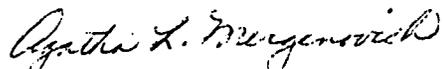
OFFICE OF THE SECRETARY

C. Michael Loftus
Slover & Loftus
1224 17th Street, N.W.
Washington, D.C. 20036

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 **2/9/81** at **2:00pm**, and assigned re-
recording number(s). **12301-D, 12302-D**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

CBT

RECORDATION NO. 12302-D Filed 1428

[CS&M Ref. 2483-135]
[1980 Transaction (A)]

FFB 9 1981 -2 00 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 1 dated as of January 19, 1981, among THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not individually but solely in its capacity as Trustee (the "Trustee") under a Trust Agreement dated as of October 1, 1980, with WELLS FARGO EQUIPMENT LEASING CORPORATION, UTILITY FUELS, INC., a Texas corporation (the "Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Agent") and ACF INDUSTRIES, INCORPORATED (the "Builder").

WHEREAS the Trustee and the Builder have entered into a Conditional Sale Agreement dated as of October 1, 1980 (the "CSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-B;

WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of October 1, 1980 (the "CSA Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-C;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of October 1, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302;

WHEREAS the Trustee and the Agent have entered into an Assignment of Lease and Agreement dated as of October 1, 1980 (the "Lease Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-A;

WHEREAS the parties hereto desire to amend the CSA and the Lease to show only the units of railroad equipment actually delivered and accepted under the CSA and the Lease;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as

follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

3. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the CSA and the Lease as though originally set forth therein.

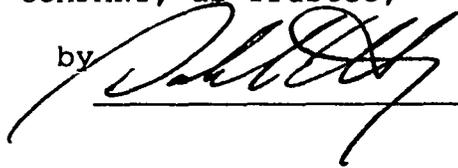
4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the CSA and § 18 of the Lease.

5. Except as amended hereby, the CSA, CSA Assignment, Lease and Lease Assignment shall remain 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.

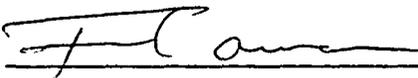
THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee,

by



[Corporate Seal]

Attest:



UTILITY FUELS, INC.,

by

[Corporate Seal]

Attest:

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

[Corporate Seal]

Attest:

ACF INDUSTRIES, INCORPORATED,

by

[Corporate Seal]

Attest:

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this 30th day of January 1981, before me personally appeared DONALD E. SMITH, to me personally known, who being by me duly sworn, says that he is the ASSISTANT VICE PRESIDENT of THE CONNECTICUT BANK 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.

Sheree M. Daniels
Notary Public
SHEREE M. DANIELS
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1985

[Notarial Seal]

My Commission expires

STATE OF TEXAS,)
) ss.:
COUNTY OF HARRIS,)

On this day of 1981, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is the of UTILITY FUELS, INC., 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.

Notary Public

[Notarial Seal]

My Commission expires

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

On this day of 1981, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is the 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.

Notary Public

[Notarial Seal]

My Commission expires

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 the of ACF INDUSTRIES, INCORPORATED, 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.

Notary Public

[Notarial Seal]

My Commission expires

Consent of Owner

The Owner hereby consents to the foregoing Amendment Agreement and hereby authorizes the Trustee to execute and deliver said Amendment Agreement.

WELLS FARGO EQUIPMENT LEASING CORPORATION,

by

by

[Corporate Seal]

Attest:

Annex B
to
Conditional Sale Agreement

LEASE 12302-D

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
105-ton 4240 cu. ft. gondola coal car	GTS	Per Purchase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	305	13001-13062, 13090,13095, 13096,13106, 14001, 14006-14008, 14013-14019, 14025-14028, 14030, 14033-14042, 14044-14075, 15002,15016, 15021,15024, 15025,15028, 15030,15031, 15035-15086, 15101,16020, 16021,16027, 16034,16036, 16037, 16039-16041, 16044,16045, 16047,16048, 16050-16062, 16065-16099, 16150,16153, 16157, 16161-16165, 16167,16170, 17001-17049	\$42,260	\$12,889,300	Oct.-Dec., 1980, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming or Spring Creek Mine, Montana

EXHIBIT A

* Includes prepaid freight to Jacobs Junction, Wyoming or Spring Creek Mine, Montana, as the case may be.

APPENDIX A TO LEASE

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which Is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
105-ton 4240 cu. ft. gondola coal car	GTS	Per Purchase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	305	13001-13062, 13090,13095, 13096,13106, 14001, 14006-14008, 14013-14019, 14025-14028, 14030, 14033-14042, 14044-14075 15002,15016, 15021,15024, 15025,15028, 15030,15031, 15035-15086, 15101,16020, 16021,16027, 16034,16036, 16037, 16039-16041, 16044,16045, 16047,16048, 16050-16062, 16065-16099, 16150,16153, 16157, 16161-16165, 16167,16170, 17001-17049	\$42,260	\$12,889,300	Oct.-Dec., 1980, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming, or Spring Creek Mine, Montana.

EXHIBIT B

* Includes prepaid freight to Jacobs Junction, Wyoming, or Spring Creek Mine, Montana, as the case may be.

AMENDMENT AGREEMENT No. 1 dated as of January 19, 1981, among THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not individually but solely in its capacity as Trustee (the "Trustee") under a Trust Agreement dated as of October 1, 1980, with WELLS FARGO EQUIPMENT LEASING CORPORATION, UTILITY FUELS, INC., a Texas corporation (the "Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Agent") and ACF INDUSTRIES, INCORPORATED (the "Builder").

WHEREAS the Trustee and the Builder have entered into a Conditional Sale Agreement dated as of October 1, 1980 (the "CSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-B;

WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of October 1, 1980 (the "CSA Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-C;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of October 1, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302;

WHEREAS the Trustee and the Agent have entered into an Assignment of Lease and Agreement dated as of October 1, 1980 (the "Lease Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-A;

WHEREAS the parties hereto desire to amend the CSA and the Lease to show only the units of railroad equipment actually delivered and accepted under the CSA and the Lease;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as

follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

3. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the CSA and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the CSA and § 18 of the Lease.

5. Except as amended hereby, the CSA, CSA Assignment, Lease and Lease Assignment shall remain 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.

THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee,

by

[Corporate Seal]

Attest:

UTILITY FUELS, INC.,

by

[Corporate Seal]

Attest:

by  _____

 _____

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by

[Corporate Seal]

Attest:

ACF INDUSTRIES, INCORPORATED,

by

[Corporate Seal]

Attest:

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this day of 1981, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is the of THE CONNECTICUT BANK 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.

Notary Public

[Notarial Seal]
My Commission expires

STATE OF TEXAS,)
) ss.:
COUNTY OF HARRIS,)

On this *2nd* day of *February* 1981, before me personally appeared *F. K. Smith* , to me personally known, who, being by me duly sworn, says that he is the *Vice President* of UTILITY FUELS, INC., 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.

Luth A. Appell

Notary Public

[Notarial Seal]
My Commission expires
Sept. 28, 1981

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

On this day of 1981, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is the 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.

Notary Public

[Notarial Seal]

My Commission expires

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 the of ACF INDUSTRIES, INCORPORATED, 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.

Notary Public

[Notarial Seal]

My Commission expires

Consent of Owner

The Owner hereby consents to the foregoing Amendment Agreement and hereby authorizes the Trustee to execute and deliver said Amendment Agreement.

WELLS FARGO EQUIPMENT LEASING CORPORATION,

by

by

[Corporate Seal]

Attest:

Annex B
to
Conditional Sale Agreement

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
105-ton 4240 cu. ft. gon- dola coal car	GTS	Per Purchase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	305	13001-13062, 13090,13095, 13096,13106, 14001, 14006-14008, 14013-14019, 14025-14028, 14030, 14033-14042, 14044-14075, 15002,15016, 15021,15024, 15025,15028, 15030,15031, 15035-15086, 15101,16020, 16021,16027, 16034,16036, 16037, 16039-16041, 16044,16045, 16047,16048, 16050-16062, 16065-16099, 16150,16153, 16157, 16161-16165, 16167,16170, 17001-17049	\$42,260	\$12,889,300	Oct.-Dec., 1980, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming or Spring Creek Mine, Montana

EXHIBIT A

* Includes prepaid freight to Jacobs Junction, Wyoming or Spring Creek Mine, Montana, as the case may be.

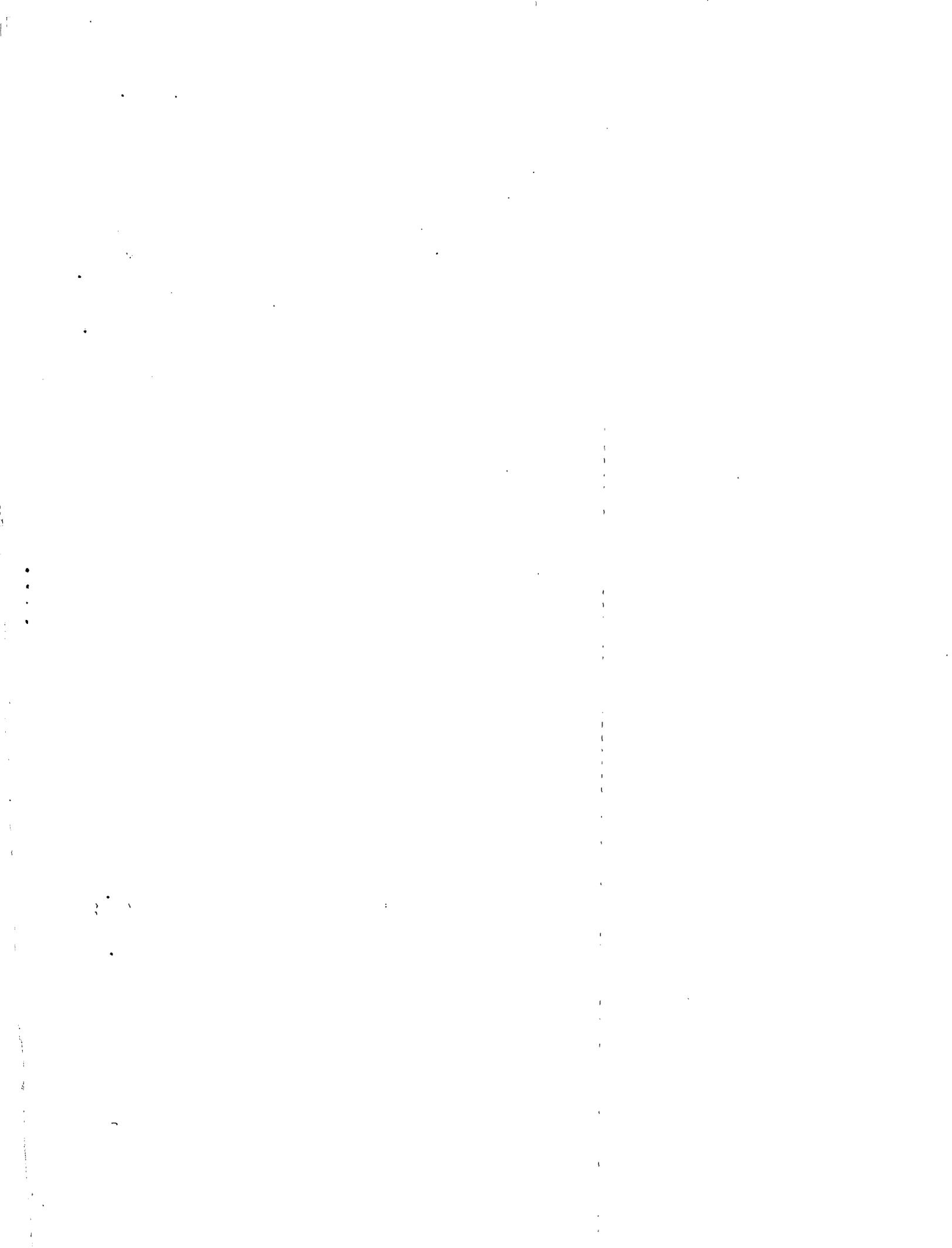
APPENDIX A TO LEASE

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which Is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
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EXHIBIT B

* Includes prepaid freight to Jacobs Junction, Wyoming, or Spring Creek Mine, Montana, as the case may be.

L-46-A



[CS&M Ref. 2483-135]
[1980 Transaction (A)]

AMENDMENT AGREEMENT No. 1 dated as of January 19, 1981, among THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not individually but solely in its capacity as Trustee (the "Trustee") under a Trust Agreement dated as of October 1, 1980, with WELLS FARGO EQUIPMENT LEASING CORPORATION, UTILITY FUELS, INC., a Texas corporation (the "Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Agent") and ACF INDUSTRIES, INCORPORATED (the "Builder").

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WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of October 1, 1980 (the "CSA Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-C;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of October 1, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302;

WHEREAS the Trustee and the Agent have entered into an Assignment of Lease and Agreement dated as of October 1, 1980 (the "Lease Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-A;

WHEREAS the parties hereto desire to amend the CSA and the Lease to show only the units of railroad equipment actually delivered and accepted under the CSA and the Lease;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as

follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

3. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the CSA and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the CSA and § 18 of the Lease.

5. Except as amended hereby, the CSA, CSA Assignment, Lease and Lease Assignment shall remain 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.

THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee,

by

[Corporate Seal]

Attest:

UTILITY FUELS, INC.,

by

[Corporate Seal]

Attest:

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

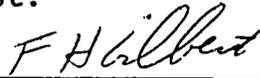
by



ASSISTANT VICE PRESIDENT

[Corporate Seal]

Attest:



ACF INDUSTRIES, INCORPORATED,

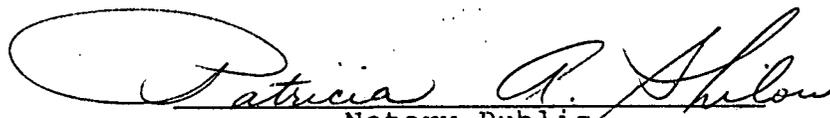
by

[Corporate Seal]

Attest:

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

On this 30TH day of *January* 1981, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is the 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.


 Notary Public

[Notarial Seal]

My Commission expires *7-1-82*

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 the of ACF INDUSTRIES, INCORPORATED, 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.

 Notary Public

[Notarial Seal]

My Commission expires

Consent of Owner

The Owner hereby consents to the foregoing Amendment Agreement and hereby authorizes the Trustee to execute and deliver said Amendment Agreement.

WELLS FARGO EQUIPMENT LEASING CORPORATION,

by

by

[Corporate Seal]

Attest:

Annex B
to
Conditional Sale Agreement

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
105-ton 4240 cu. ft. gon- dola coal car	GTS	Per Purchase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	305	13001-13062, 13090,13095, 13096,13106, 14001, 14006-14008, 14013-14019, 14025-14028, 14030, 14033-14042, 14044-14075, 15002,15016, 15021,15024, 15025,15028, 15030,15031, 15035-15086, 15101,16020, 16021,16027, 16034,16036, 16037, 16039-16041, 16044,16045, 16047,16048, 16050-16062, 16065-16099, 16150,16153, 16157, 16161-16165, 16167,16170, 17001-17049	\$42,260	\$12,889,300	Oct.-Dec., 1980, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming or Spring Creek Mine, Montana

EXHIBIT A

* Includes prepaid freight to Jacobs Junction, Wyoming or Spring Creek Mine, Montana, as the case may be.

APPENDIX A TO LEASE

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which Is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
105-ton 4240 cu. ft. gondola coal car	GTS	Per Purchase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	305	13001-13062, 13090,13095, 13096,13106, 14001, 14006-14008, 14013-14019, 14025-14028, 14030, 14033-14042, 14044-14075 15002,15016, 15021,15024, 15025,15028, 15030,15031, 15035-15086, 15101,16020, 16021,16027, 16034,16036, 16037, 16039-16041, 16044,16045, 16047,16048, 16050-16062, 16065-16099, 16150,16153, 16157, 16161-16165, 16167,16170, 17001-17049	\$42,260	\$12,889,300	Oct.-Dec., 1980, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming, or Spring Creek Mine, Montana.

L-46-A

EXHIBIT B

* Includes prepaid freight to Jacobs Junction, Wyoming, or Spring Creek Mine, Montana, as the case may be.

AMENDMENT AGREEMENT No. 1 dated as of January 19, 1981, among THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not individually but solely in its capacity as Trustee (the "Trustee") under a Trust Agreement dated as of October 1, 1980, with WELLS FARGO EQUIPMENT LEASING CORPORATION, UTILITY FUELS, INC., a Texas corporation (the "Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Agent") and ACF INDUSTRIES, INCORPORATED (the "Builder").

WHEREAS the Trustee and the Builder have entered into a Conditional Sale Agreement dated as of October 1, 1980 (the "CSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-B;

WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of October 1, 1980 (the "CSA Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-C;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of October 1, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302;

WHEREAS the Trustee and the Agent have entered into an Assignment of Lease and Agreement dated as of October 1, 1980 (the "Lease Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-A;

WHEREAS the parties hereto desire to amend the CSA and the Lease to show only the units of railroad equipment actually delivered and accepted under the CSA and the Lease;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as

follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

3. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the CSA and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the CSA and § 18 of the Lease.

5. Except as amended hereby, the CSA, CSA Assignment, Lease and Lease Assignment shall remain 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.

THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee,

by

[Corporate Seal]

Attest:

UTILITY FUELS, INC.,

by

[Corporate Seal]

Attest:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by

[Corporate Seal]

Attest:

ACF INDUSTRIES, INCORPORATED,

by

[Handwritten Signature]

TREASURER

[Corporate Seal]

Attest:

[Handwritten Signature]

ASSISTANT SECRETARY

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

On this day of 1981, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is the 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.

 Notary Public

[Notarial Seal]

My Commission expires

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

On this 30th day of January 1981, before me personally appeared H. A. BORST, to me personally known, who, being by me duly sworn, says that he is the TREASURER of ACF INDUSTRIES, INCORPORATED, 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.

Anthony M. Romanello
 Notary Public

[Notarial Seal]

My Commission expires

ANTHONY M. ROMANELLO
 Notary Public, State of New York
 No. 31-4703607
 Qualified in New York County
 Commission Expires March 30, 1981

Consent of Owner

The Owner hereby consents to the foregoing Amendment Agreement and hereby authorizes the Trustee to execute and deliver said Amendment Agreement.

WELLS FARGO EQUIPMENT LEASING CORPORATION,

by

by

[Corporate Seal]

Attest:

Annex B
to
Conditional Sale Agreement

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
105-ton 4240 cu. ft. gondola coal car	GTS	Per Purchase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	305	13001-13062, 13090,13095, 13096,13106, 14001, 14006-14008, 14013-14019, 14025-14028, 14030, 14033-14042, 14044-14075, 15002,15016, 15021,15024, 15025,15028, 15030,15031, 15035-15086, 15101,16020, 16021,16027, 16034,16036, 16037, 16039-16041, 16044,16045, 16047,16048, 16050-16062, 16065-16099, 16150,16153, 16157, 16161-16165, 16167,16170, 17001-17049	\$42,260	\$12,889,300	Oct.-Dec., 1980, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming or Spring Creek Mine, Montana

EXHIBIT A

* Includes prepaid freight to Jacobs Junction, Wyoming or Spring Creek Mine, Montana, as the case may be.

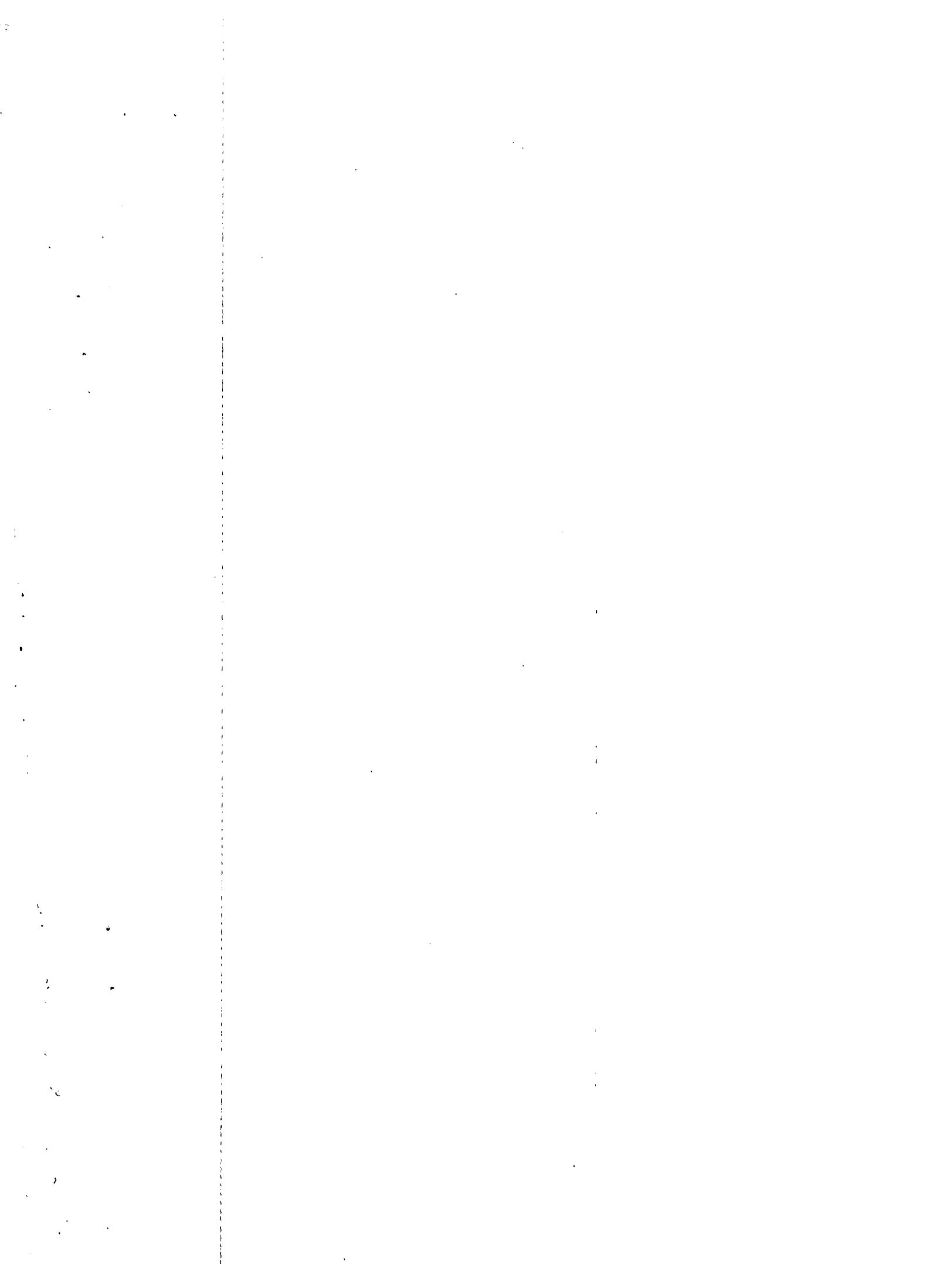
APPENDIX A TO LEASE

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which Is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
105-ton 4240 cu. ft. gondola coal car	GTS	Per Purchase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	305	13001-13062, 13090,13095, 13096,13106, 14001, 14006-14008, 14013-14019, 14025-14028, 14030, 14033-14042, 14044-14075 15002,15016, 15021,15024, 15025,15028, 15030,15031, 15035-15086, 15101,16020, 16021,16027, 16034,16036, 16037, 16039-16041, 16044,16045, 16047,16048, 16050-16062, 16065-16099, 16150,16153, 16157, 16161-16165, 16167,16170, 17001-17049	\$42,260	\$12,889,300	Oct.-Dec., 1980, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming, or Spring Creek Mine, Montana.

EXHIBIT B

* Includes prepaid freight to Jacobs Junction, Wyoming, or Spring Creek Mine, Montana, as the case may be.

L-46-A



Well

[CS&M Ref. 2483-135]
[1980 Transaction (A)]

AMENDMENT AGREEMENT No. 1 dated as of January 19, 1981, among THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not individually but solely in its capacity as Trustee (the "Trustee") under a Trust Agreement dated as of October 1, 1980, with WELLS FARGO EQUIPMENT LEASING CORPORATION, UTILITY FUELS, INC., a Texas corporation (the "Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Agent") and ACF INDUSTRIES, INCORPORATED (the "Builder").

WHEREAS the Trustee and the Builder have entered into a Conditional Sale Agreement dated as of October 1, 1980 (the "CSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-B;

WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of October 1, 1980 (the "CSA Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-C;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of October 1, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302;

WHEREAS the Trustee and the Agent have entered into an Assignment of Lease and Agreement dated as of October 1, 1980 (the "Lease Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 14, 1980, at 3:30 p.m., and was assigned recordation number 12302-A;

WHEREAS the parties hereto desire to amend the CSA and the Lease to show only the units of railroad equipment actually delivered and accepted under the CSA and the Lease;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as

follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

3. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the CSA and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the CSA and § 18 of the Lease.

5. Except as amended hereby, the CSA, CSA Assignment, Lease and Lease Assignment shall remain 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.

THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee,

by

[Corporate Seal]

Attest:

UTILITY FUELS, INC.,

by

[Corporate Seal]

Attest:

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

[Corporate Seal]

Attest:

ACF INDUSTRIES, INCORPORATED,

by

[Corporate Seal]

Attest:

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

On this day of 1981, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is the 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.

Notary Public

[Notarial Seal]

My Commission expires

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 the of ACF INDUSTRIES, INCORPORATED, 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.

Notary Public

[Notarial Seal]

My Commission expires

Consent of Owner

The Owner hereby consents to the foregoing Amendment Agreement and hereby authorizes the Trustee to execute and deliver said Amendment Agreement.

WELLS FARGO EQUIPMENT LEASING CORPORATION,

by

Russell E. Olson

by

Robert F. Dunning

[Corporate Seal]

Attest:

David H. Renter

Annex B
to
Conditional Sale Agreement

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
105-ton 4240 cu. ft. gon- dola coal car	GTS	Per Pur- chase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	305	13001-13062, 13090,13095, 13096,13106, 14001, 14006-14008, 14013-14019, 14025-14028, 14030, 14033-14042, 14044-14075, 15002,15016, 15021,15024, 15025,15028, 15030,15031, 15035-15086, 15101,16020, 16021,16027, 16034,16036, 16037, 16039-16041, 16044,16045, 16047,16048, 16050-16062, 16065-16099, 16150,16153, 16157, 16161-16165, 16167,16170, 17001-17049	\$42,260	\$12,889,300	Oct.-Dec., 1980, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming or Spring Creek Mine, Montana

EXHIBIT A

* Includes prepaid freight to Jacobs Junction, Wyoming or Spring Creek Mine, Montana, as the case may be.

APPENDIX A TO LEASE

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Each Set of Which Is Inclusive)</u>	<u>Estimated Unit Price*</u>	<u>Estimated Total Price*</u>	<u>Estimated Time and Place of Delivery</u>
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EXHIBIT B

* Includes prepaid freight to Jacobs Junction, Wyoming, or Spring Creek Mine, Montana, as the case may be.

L-46-A

