

MAY 8 1976 -4 00 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT

BY AND BETWEEN

CONSOLIDATED RAIL CORPORATION

a corporation organized and existing under
the laws of the Commonwealth of Pennsylvania
("ConRail"), whose address is
Six Penn Center
Philadelphia, Pennsylvania 19104

AND

NATIONAL RAILROAD PASSENGER CORPORATION

a corporation established pursuant to the Rail
Passenger Service Act, and organized and existing
under the laws of the District of Columbia
("Amtrak"), whose address is
955 L'Enfant Plaza North, S. W.
Washington, D. C. 20024

WHEREAS, ConRail and Amtrak have entered into
the following contractual agreements: (1) Agreement
of Purchase dated March 31, 1976 (the "Agreement of
Purchase"), (2) Mortgage dated April 1, 1976 (the
"Mortgage"), (3) Bill of Sale dated April 1, 1976
(the "Bill of Sale") and (4) Security Agreement dated
March 31, 1976 (the "Security Agreement"); and

WHEREAS, ConRail and Amtrak are desirous
of amending (1) the Agreement of Purchase, (2) the
Mortgage, (3) the Bill of Sale and (4) the Security
Agreement in the manner and in the respects as set
forth herein below.

NOW THEREFORE, in consideration of the mutual
undertakings herein set forth and for good and valuable
consideration, ConRail and Amtrak hereby agree as follows:

1. The Agreement of Purchase is hereby
amended by deleting subparagraph 5(a) on page 6 of
that document and by inserting in place thereof the
following:

"5. (a) The Purchase Price is Eighty-six million, three hundred, sixty-five thousand, nine hundred and fifty dollars (\$86,365,950) (as may be adjusted pursuant to the following subparagraph (b), the "Purchase Price")."

2. Page 1 of the Mortgage is hereby amended by reducing the amount of the indebtedness by Eleven thousand, six hundred, sixty-six dollars (\$11,666) so that the amount of the indebtedness reads:

"...in the sum of Eighty-six million, three hundred, sixty-five thousand, nine hundred and fifty dollars (\$86,365,950)..."

3. Page 2 to Exhibit A to the Bill of Sale is hereby amended by inserting in place hereof a new page 2 to said Exhibit A in form and substance identical to Attachment 1 annexed hereto and made a part thereof.

4. Page 2 to Schedule A to the Security Agreement is hereby amended by inserting in place thereof a new page 2 to said Schedule A in form and substance identical to Attachment 1 annexed hereto and made a part thereof.

5. No interest shall be due on the Eleven thousand, six hundred sixty-six dollars (\$11,666) by which the Purchase Price has been reduced.

6. Page 2 to Exhibit A to the Bill of Sale, as contained in Attachment F to the Agreement of Purchase, shall be deleted in its entirety and Attachment 1 hereto shall be inserted in place thereof.

IN WITNESS WHEREOF, the parties have executed and sealed this Amendment Agreement this 29 day of April, 1976.

CONSOLIDATED RAIL CORPORATION

ATTEST:

By: *David J. Benin*

(SEAL) *Allyfadhue*
an Secretary

Title *anov*

NATIONAL RAILROAD PASSENGER CORPORATION

ATTEST:

By: *P. A. Herman*

(SEAL) *Elyse A. Warden*
Secretary

Title *Regional V.P. - Operations*
Regional Vice President-Operations

ATTACHMENT 1
 TO AMENDMENT AGREEMENT
 BETWEEN CONRAIL AND AMTRAK
 DATED APRIL , 1976

| <u>Type</u> | <u>Quantity</u> | <u>Railroad Numbers</u> |
|---|-----------------|---|
| 4. ARS-16 Diesel Electric Locomotives (Builder Model RS-3, 1600HP General Purpose Locomotive) | 18 | PC 5232 PC 5302 PC 5316 PC 5320 PC 5340 PC 5348 PC 5402 PC 5404 PC 5416 PC 5428 PC 5441 PC 5442 PC 5456 PC 5458 PC 5465 PC 5473 PC 5474 PC 5579 |
| 5. ES-6 Diesel Electric Locomotive Builder Model SW-1 Switch Locomotive) 600HP | 16 | PC 8425 PC 8428 PC 8431 PC 8464 PC 8475 PC 8476 PC 8497 PC 8499 PC 8522 PC 8523 PC 8528 PC 8530 PC 8543 PC 8559 PC 8575 PC 8580 |
| 6. T-3 3rd Rail Electric Locomotive | 1 | PC 4678 |
| 7. Heat Trailer Cars | 5 | XH4, XH5, XH6, XH7, NYC 40873 |
| 8. Coaches (Assigned to Clocker Service) | 33 | PC 1426 PC 1429 PC 1430 PC 1569 PC 1570 PC 1571 PC 1572 PC 1573 PC 1574 PC 1575 PC 1576 PC 1577 PC 1578 PC 1579 PC 1580 PC 1582 PC 1583 PC 1584 PC 1585 PC 1586 PC 1587 PC 1588 PC 1589 PC 1590 PC 1591 PC 1592 PC 1593 PC 1594 PC 1595 PC 1596 PC 1597 PC 1598 PC 1599 |