

SEP 15 1978 - 11 40 AM

CRAVATH, SWAINE & MOORE INTERNATIONAL COMMERCE COMMISSION

ONE CHASE MANHATTAN PLAZA

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CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

September 14, 1978

Amendment Agreement (No. 1) Dated as of August 1, 1978
Amending Conditional Sale Agreement
Filed with the ICC under Recordation No. 9039 and
Lease Filed with the ICC under Recordation No. 9039-B

Dear Sir:

Enclosed herewith for filing pursuant to Section 20c of the Interstate Commerce Act is an Amendment Agreement (No. 1) dated as of August 1, 1978.

The parties to the enclosed agreement are:

Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

First Security State Bank
P.O. Box 30007
Salt Lake City, Utah 84125

First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Counterpart - John Quator

8-258A121
SEP 15 1978
Date
Fee \$ 16-
ICC Washington, D. C.

RECEIVED
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I.C.C. BR.
FEE OPERATION BR.

The Amendment Agreement (No. 1) amends a Conditional Sale Agreement (No. 1) dated as of September 1, 1977, among Pullman Incorporated (Pullman Standard Division), Bethlehem Steel Corporation and First Security State Bank, as Trustee, which was recorded pursuant to Section 20c of the Interstate Commerce Act with the Interstate Commerce Commission on October 14, 1977, under Recordation No. 9039. The Amendment Agreement (No. 1) also amends a Lease of Railroad Equipment (No. 1) dated as of September 1, 1977, between Trailer Train Company and First Security State Bank, as Owner-Trustee, which was recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on October 14, 1977, under Recordation No. 9039-B.

Enclosed is a check for \$10 for the required recordation fee. Please accept for recordation one counterpart of the enclosed agreement, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,



David C. Spialter

As agent for Trailer Train Company

Mr. H. G. Hommes, Jr.,
Assistant Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

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BY HAND

RECORDATION NO. 9039-D Filed & Recorded

SEP 15 1978 - 11 44 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT (No. 1), dated as of August 1, 1978, among FIRST SECURITY STATE BANK, as Trustee (the "Vendee"), under a Trust Agreement dated as of September 1, 1977, with Northwestern National Bank of Minneapolis, TRAILER TRAIN COMPANY (the "Lessee") and FIRST SECURITY BANK OF UTAH, N. A., as Agent (the "Assignee").

WHEREAS the Vendee, PULLMAN INCORPORATED (Pullman Standard Division) and BETHLEHEM STEEL CORPORATION (the "Builders"), have entered into a Conditional Sale Agreement (No. 1) dated as of September 1, 1977 (the "CSA");

WHEREAS the Builders and the Assignee have entered into an Agreement and Assignment (No. 1) dated as of September 1, 1977 (the "CSA Assignment");

WHEREAS the Builders have been paid in full for the railroad equipment delivered under the CSA and the Builders have no further interest in the CSA or the CSA Assignment;

WHEREAS the Vendee and the Lessee have entered into a Lease of Railroad Equipment (No. 1) dated as of September 1, 1977 (the "Lease");

WHEREAS the Vendee and the Assignee have entered into an Assignment of Lease and Agreement (No. 1) dated as of September 1, 1977 (the "Lease Assignment");

WHEREAS the CSA, the CSA Assignment, the Lease and the Lease Assignment were filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on October 14, 1977, at 12:45 p.m. and were assigned recordation numbers 9039, 9039-A, 9039-B and 9039-C, respectively;

WHEREAS the CSA and the Lease included a list of railroad equipment from which deliveries could be made but only the first units of railroad equipment delivered by the Builders having an estimated total base price of \$15,000,000 and an aggregate Maximum Purchase Price of \$16,500,000 were intended to be covered by the CSA and the Lease; and

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 CSA is hereby deleted and restated in its entirety as shown in Exhibit A hereto.
2. Schedule A to the Lease is hereby deleted 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 to the CSA and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement (No. 1) to be filed and recorded in accordance with the provisions of Article 18 of the CSA and § 15 of the Lease.

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

[Corporate Seal]

Attest:

[Signature]
Authorized Officer

FIRST SECURITY STATE BANK,

by

[Signature]
Authorized Officer

[Corporate Seal]

Attest:

V. D. Mason
Assistant Secretary

TRAILER TRAIN COMPANY,

by

[Signature]
Vice President-Finance
and Treasurer

FIRST SECURITY BANK OF UTAH, N.A.,
as Agent,

[Corporate Seal]

Attest:

[Signature]
Authorized Officer

By

[Signature]
Authorized Officer

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this *12* day of *Sept* 1978, before me personally appeared WILLIAM C. MCGREGOR, 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 company, that said instrument was signed and sealed on behalf of said company 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 company.

Venna J. DeCora

Notary Public

My Commission Expires November 15, 1981

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this *28th* day of *August*, 1978, before me personally appeared N. V. Reichert, to me personally known, who, being by me duly sworn, says that he is a Vice President-Finance and Treasurer of TRAILER TRAIN 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.

Margaret R. Golz

Notary Public

[Notarial Seal]

My Commission expires

My Commission Expires July 7, 1982

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this *12* day of *Sept.* 1978, before me personally appeared *Fuchia B. Ecker*, 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, that said instrument was signed and sealed on behalf of said 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 association.

Verna L. Cole

Notary Public
My Commission Expires November 15, 1981

[Notarial Seal]

My Commission expires



ANNEX B

This ANNEX B replaces the original
Annex B to the CSA

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Pullman Incorporated (Pullman Standard Division)							
89' 4" 70-ton hydraulic draft gear, flush deck, standard level flat cars for auto rack service; AAR Mechanical Designation: FA	3141 12/27/72 as amended	Bessemer, Alabama	158	\$33,079.64	\$5,226,583.12	942219, 942221 942223 942225-942228 942230-942232 942234, 942235 942237-942249 942251-942265 942268-942277 942281-942283 942287-942289 942291-942293 942295, 942300 942303-942309 942314-942316 942318-942337 942339-942341 942343-942355 942357-942364 942366 942368-942377 942379	Prior to December 30, 1977, at Bessemer, Alabama

Exhibit A

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Bethlehem Steel <u>Corporation</u>	DF 3400-459	Johnstown, Pa.	129	\$33,037.96	\$4,261,896.84	942383-942392 942394, 942395 942397 942399-942402 942404, 942407 942410-942414 942416-942421 942405 700675-700802 700805	Prior to December 30, 1977, at Johnstown, Pa.
	89' 4" 70-ton hydraulic draft gear, flush deck, low level flat cars for auto rack service; AAR Mechani- cal Designa- tion: FA						

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Bethlehem Steel <u>Corporation</u>							
89' 4" 70-ton hydraulic draft gear, flush deck, stan- dard level flat cars for auto rack ser- vice; AAR Mechanical Designation: FA	DF 3400-474	Johnstown, Pa.	165	\$33,155.95	\$5,470,731.75	965883- 966047	Prior to December 30, 1977, at Johnstown, Pa.
			<u>452</u>		<u>\$14,959,211.71</u>		

SCHEDULE A

This Schedule A replaces the original
Schedule A to the Lease

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Pullman Incorporated (Pullman Standard Division)	3141 12/27/72 as amended	Bessemer, Alabama	158	\$33,079.64	\$5,226,583.12	942219, 942221 942223 942225-942228 942230-942232 942234, 942235 942237-942249 942251-942265 942268-942277 942281-942283 942287-942289 942291-942293 942295, 942300 942303-942309 942314-942316 942318-942337 942339-942341 942343-942355 942357-942364 942366 942368-942377 942379	Prior to December 30, 1977, at Bessemer, Alabama

Exhibit B

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Bethlehem Steel Corporation	DF 3400-459	Johnstown, Pa.	129	\$33,037.96	\$4,261,896.84	942383-942392 942394, 942395 942397 942399-942402 942404, 942407 942410-942414 942416-942421 942405 700675-700802 700805	Prior to December 30, 1977, at Johnstown, Pa.

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Bethlehem Steel Corporation							
89' 4" 70-ton hydraulic draft gear, flush deck, standard level flat cars for auto rack service; AAR Mechanical Designation: FA	DF 3400-474	Johnstown, Pa.	165	\$33,155.95	\$5,470,731.75	965883-966047	Prior to December 30, 1977, at Johnstown, Pa.
			<u>452</u>		<u>\$14,959,211.71</u>		