

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE · CHICAGO, ILLINOIS 60601
(312) 786-1100

March 14, 1978

RECORDATION NO. 7431-A Filed & Recd

MAR 24 1978 · 9 52 AM

INTERSTATE COMMERCE COMMISSION

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the enclosed Statement of New Numbers dated as of October 25, 1977, which relates to the Equipment Trust Agreement, Series 33, dated as of March 1, 1974, between Manufacturers Hanover Trust Company and Trailer Train Company. ~~Five (5)~~ counterpart originals of these documents are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Trustee:	Manufacturers Hanover Trust Company 40 Wall Street New York, New York 10015
Company:	Trailer Train Company 300 South Wacker Drive Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
89'4", all- purpose flatcars	FC	16	TTX	975438, 975519 975454, 975520 975458, 975525 975466, 975544 975481, 975552 975483, 975554 975514, 975556 975516, 975564

*All units have marked on each side thereof the following legend:

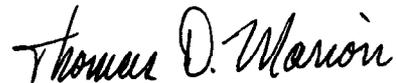
Mr. Robert L. Oswald
March 14, 1978
Page Two

"Owned by a Bank or Trust Company under a Security Agreement Filed Under the Interstate Commerce Act, Section 20c."

1116.4(e) - Prior recordations relating to these documents being filed have been made on March 18, 1974, recordation number 7431, on January 26, 1975, recordation number 7431-A, on December 9, 1977, recordation number 7431-B and on February 13, 1978, recordation number 7431-C.

1116.4(f) - Four (4) counterpart originals of the Statement of New Numbers being recorded should be returned to the undersigned at the above address.

Very truly yours,



T. D. Marion
Manager, Equipment Financing

nh
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4/5/78

OFFICE OF THE SECRETARY

T.D. Marion
Manager, Equip. Financing
Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on **3/24/78** at **9:50am**,

and assigned recordation number(s)

7431-D ,7570-F & 8142-C

Sincerely yours,

H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

RECORDATION NO. 7431-RT Filed & Recorded

MAR 24 1978 -9 50 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

DATED AS OF FEBRUARY 20, 1978

EQUIPMENT TRUST AGREEMENT, SERIES 33

DATED AS OF MARCH 1, 1974

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY

AND

TRAILER TRAIN COMPANY

STATEMENT OF NEW NUMBERS, dated as of February 20, 1978, relating to certain railroad equipment (herein the "Trust Equipment") leased pursuant to an Equipment Trust Agreement dated as of March 1, 1974 (herein the "Trust Agreement"), by and between Manufacturers Hanover Trust Company, a New York corporation, as Trustee (herein the "Trustee") and Trailer Train Company, a Delaware corporation (herein the "Company").

WHEREAS the Trustee and the Company have entered into the Trust Agreement and certain Supplemental or Amendment Agreements, previously filed and recorded as shown in Schedule A attached hereto; and

WHEREAS Section 5.10 of the Trust Agreement provides that the Company shall not change, or permit to be changed, the identifying numbers of any of the units of the Trust Equipment except in accordance with a statement of new numbers to be substituted therefor which previously shall have been filed with the Trustee by the Company and which shall be filed and recorded by the Company with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act; and

WHEREAS the Company desires to cause to be removed the identifying numbers of certain units of the Trust Equipment and substitute new identifying numbers in their place;

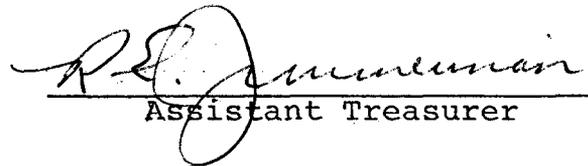
NOW THEREFORE, THIS STATEMENT WITNESSETH:

The identifying numbers of the units of Trust Equipment set forth below are hereby changed as follows:

<u>Old Number</u>	<u>New Number</u>
254338	975438
254302	975454
254332	975458
254319	975466
254311	975481
254294	975483
254297	975514
254316	975516
254323	975519
254329	975520
254301	975525
254312	975544
254334	975552
254330	975554
254286	975556
254308	975564

IN WITNESS WHEREOF the Company, pursuant to due corporate authority, has caused these presents to be signed in its corporate name and its corporate seal to be hereunto affixed, duly attested, as of the day and year first above written.

TRAILER TRAIN COMPANY


 Assistant Treasurer

ATTEST:


 Assistant Secretary

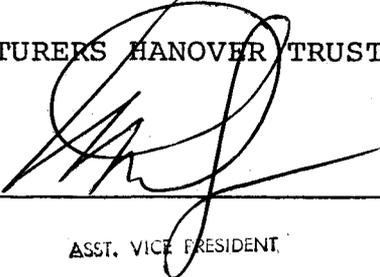
ACKNOWLEDGEMENT

MANUFACTURERS HANOVER TRUST COMPANY, Trustee, does hereby acknowledge that the foregoing Statement of New Numbers is duly filed in accordance with Section 5.10 of the Equipment Trust Agreement dated as of March 1, 1974, by and between Manufacturers Hanover Trust Company, Trustee, and Trailer Train Company.

FEB 24 1978

Date

MANUFACTURERS HANOVER TRUST COMPANY



ASST. VICE PRESIDENT

ATTEST:



ASSISTANT SECRETARY

SCHEDULE A

<u>Agreement</u>	<u>Date</u>	<u>Recordation Number</u>	<u>Date Recd</u>
Equipment Trust Agreement, Series 33	March 1, 1974	7431	March 18,
Supplemental Agreement	January 26, 1975	7431-A	March 6,
Supplemental Agreement	December 1, 1977	7431-B	December
Supplemental Agreement	October 25, 1977	7431-C	February