

RECORDATION NO. 5674-13 Filed & Recorded
JUN 18 1970 - 12 22 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

DATED AS OF JUNE 15, 1970

AMENDING

RAILROAD EQUIPMENT LEASE

DATED AS OF APRIL 7, 1970

AND

SUPPLEMENTAL AGREEMENT

DATED AS OF MAY 13, 1970

BETWEEN

BETHLEHEM STEEL CORPORATION,
Lessor

AND

TRAILER TRAIN COMPANY,
Lessee

THIS SUPPLEMENTAL AGREEMENT dated June 15, 1970
between Bethlehem Steel Corporation, a corporation organized under the
laws of the State of Delaware (hereinafter sometimes called the "Lessor"),
and TRAILER TRAIN COMPANY, a corporation organized under the laws
of the State of Delaware with an office at 1819 Kennedy Boulevard, Philadelphia,
Pennsylvania (hereinafter sometimes called the "Lessee"):

WITNESSETH:

WHEREAS, by Railroad Equipment Lease dated April 7, 1970 as
amended May 13, 1970, (hereinafter called the "Lease"), Lessor leased to
Lessee the railroad flat cars therein set forth:

WHEREAS, the Lessee has requested the Lessor to supplement
the Lease to include thereunder additional railroad flat cars;

NOW, THEREFORE, the parties hereto in consideration of the
premises, and each intending to be legally bound hereby, do hereby agree
as follows:

1. The Lease is hereby supplemented by the inclusion of the
following railroad flat cars under its terms and conditions;

(156) 89'4" Standard Flat Cars, without components,
except hydraulic draft gears and couplers, to be
numbered 963177 to 963332, both inclusive, shall
be purchased at \$16,228.79, each.

2. The Lease, as supplemented by this Agreement, shall continue in full force and effect.

3. Lessee will, at its expense, upon execution and delivery of this agreement, cause the same to be duly filed and recorded with Interstate Commerce Commission in accordance with Section 20C of the Interstate Commerce Act, as amended, and wherever else required in order to publish notice of and to protect the title of Lessor to the Cars.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their behalf and sealed with their respective seals as of the date first above written.

Attest:

BETHLEHEM STEEL CORPORATION

G. L. Frankenkeld
ASSISTANT SECRETARY

By: Frank B. Lewis
VICE PRESIDENT

SEAL

Attest:

TRAILER TRAIN COMPANY

A. F. Hunter
Secretary
ASSISTANT SECRETARY

By: John H. Crain
COMPTROLLER

SEAL

COMMONWEALTH OF PENNSYLVANIA (
(ss.
COUNTY OF NORTHAMPTON (

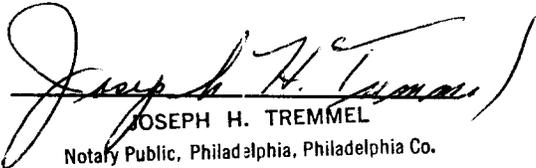
On this 17th day of June, 1960, before me personally appeared FRANCIS VAN NUYS, to me personally known, who, being by me duly sworn, says that he is a President of Bethlehem Steel Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument 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.

[Handwritten signature]

My Commission Expires
April 24, 1971
City of Bethlehem
Northampton County

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF PHILADELPHIA) ss.

On this *16th* day of *June*, 19*47*, before me personally appeared, **John H. Craemer**, to me personally known, who being by me duly sworn, says that he is **COMPTROLLER** of Trailer Train Company, that the seal 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.


JOSEPH H. TREMMEL
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires April 8, 1974

CERTIFICATE OF ACCEPTANCE
UNDER RAILROAD EQUIPMENT LEASE

TO: BETHLEHEM STEEL CORPORATION

I, a duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Lessee"), for the purpose of the Railroad Equipment Lease dated April 7, 1970, amended May 13, 1970 and June 15, 1970, between you, as Manufacturer and the Lessee, do hereby certify that I have inspected, received, approved and accepted delivery on behalf of the Lessee under said Railroad Equipment Lease of the following units of railroad equipment:

Type of Cars:

Place Accepted: Johnstown, Pennsylvania

Date Accepted:

Number of Units:

Numbered:

I do further certify that the foregoing cars are in good order and condition and conform to the specifications applicable thereto, and to all applicable Interstate Commerce Commission requirements and specifications and to all standards of the Association of American Railroads. The execution of this certificate will in no way relieve the Manufacturer of its duty or decrease its responsibility (1) to produce and deliver the railroad equipment indicated above in accordance with the terms of the purchase agreement and (2) in respect of its warranty in the Lease of Railroad Equipment, be of good workmanship, constructed with quality materials, and be free of defects.

Inspector and Authorized
Representative of
TRAILER TRAIN COMPANY

SPECIAL CERTIFICATE

TO: TRAILER TRAIN COMPANY

I, a duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Company"), do hereby certify that I have inspected the following described flat cars at the time and place of their acceptance on behalf of the Company under the terms of the Railroad Equipment Lease dated April 7, 1970, amended May 13, 1970 and June 15, 1970, between BETHLEHEM STEEL CORPORATION and the Company:

Type of Cars:

Number of Units:

Place Accepted: Johnstown, Pennsylvania

Date Accepted:

Numbered:

I do further certify that there was plainly, distinctly, permanently and conspicuously marked by stencilling on each side of each unit at the time of its acceptance, in letters not less than one inch in height, the following legend:

"MANUFACTURERS HANOVER TRUST COMPANY,
NEW YORK, NEW YORK, TRUSTEE, OWNER"

Inspector and Authorized
Representative of
TRAILER TRAIN COMPANY