

5702-B
RECORDATION NO. _____ Filed & Recorded

NOV 7 1972 -11 45 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

DATED OCTOBER 17, 1972

UNDER

EQUIPMENT TRUST AGREEMENT

DATED MAY 1, 1970

BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

AND

TRAILER TRAIN COMPANY

STATEMENT OF NEW NUMBERS, dated October 17, 1972 relating to certain railroad equipment (hereinafter called the Equipment) leased under the Equipment Trust Agreement (hereinafter called the Agreement) dated May 1, 1970, between Manufacturers Hanover Trust Company, a New York corporation, as Trustee (hereinafter called the Trustee), and Trailer Train Company, a Delaware corporation (hereinafter called the Company).

WHEREAS the Company desires to change the identifying serial numbers of certain units of the Equipment and to substitute new identifying numbers therefor;

WHEREAS Section 4.07 of the Agreement provides that the Company shall not change, or permit to be changed, the numbers of any of the 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 Agreement was filed and recorded with the Interstate Commerce Commission on May 5, 1970, at 11:55 a.m. and assigned Recordation Number 5702;

NOW, THEREFORE, THIS STATEMENT WITNESSETH:

The identifying serial numbers of the units of Equipment set forth below in the left-hand column are hereby eliminated and new identifying serial numbers, as set forth below in the right-hand column, are substituted therefor;

ELIMINATED OLD NUMBER

SUBSTITUTED NEW NUMBER

603326
603328
603330
603331
603332

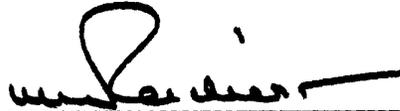
970941
970870
970867
970835
970836

603334	970927
603336	970891
603339	970937
603340	970935
603341	970805
603345	970884
603346	970939
603348	970866
603349	970909
603350	970818
603352	970911
603353	970846
603354	970898
603355	970943
603356	970838
603357	970918
603358	970908
603363	970862
603365	970885
603366	970872
603367	970844
603370	970858
603372	970899
603373	970881
603374	970902
603377	970863
603381	970905
603382	970828
603383	970864
603384	970877
603385	970915
603390	970813
603392	970883
603399	970912
603402	970921
603405	970831
603406	970925
603408	970857
603409	970873
603415	970892
603416	970923
603429	970859
603431	970934
603436	970922
603437	970810
603438	970875
603439	970876
603443	970897
603444	970865

603445	970842
603447	970900
603452	970880
603461	970888
603466	970840
603467	970834
603470	970853
603472	970879
603473	970919
603474	970815

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



Vice President-Finance

ATTEST:



Assistant Secretary

MANUFACTURERS HANOVER TRUST COMPANY, Trustee, does hereby acknowledge that the foregoing Statement of New Numbers was duly filed in accordance with Section 4.07 of the Equipment Trust Agreement dated May 1, 1970, between Manufacturers Hanover Trust Company, Trustee, and Trailer Train Company.

MANUFACTURERS HANOVER TRUST COMPANY



Assistant Vice President

ATTEST:



ATTN: TRUST OFFICER

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

On this *20th* day of *OCTOBER* before
me personally appeared *E. F. COCKINGS* to me personally
known, who, being by me duly sworn, says that he is Assistant Vice President
of Manufacturers Hanover Trust Company, that the
seal affixed to the foregoing instrument is the corporate seal of said
corporation, and 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.

Kathleen C Kelly

KATHLEEN C. KELLY
Notary Public, State of New York
No. 30-7218885
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1974

