

THIS SUPPLEMENTAL AGREEMENT dated as of December 22, 1970, between BETHLEHEM STEEL CORPORATION (hereinafter called the "Lessor") and TRAILER TRAIN COMPANY (hereinafter called the "Lessee");

WITNESSETH:

WHEREAS, the Lessor and Lessee have entered into a Railroad Equipment Lease dated as of June 15, 1970, (hereinafter called the "Lease"), which Lease was recorded with the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act of June 18, 1970 at 12:20 P.M. and assigned Recordation No. 5754; and

WHEREAS, the Lessor and Lessee have entered into Supplemental Agreements dated as of July 10, 1970 and August 21, 1970, which Supplemental Agreements were recorded with the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act of July 16, 1970 at 1:50 P.M. and assigned Recordation No. 5754-A and on August 26, 1970 at 8:55 A.M. and assigned Recordation No. 5754-B; and

WHEREAS, Lessor and Lessee desire to supplement and amend the Lease so as to extend the date for purchase as set forth in Section 3 of Schedule A of the Lease.

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth the parties hereto do hereby agree as follows:

1. Section 3 of Schedule "A" to the Lease is hereby amended to read as follows:

"Date by Which Purchase of Cars Must Be Made:"

February 28, 1971

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. Frankfield
ASSISTANT SECRETARY
SEAL

By: _____
J. P. Walker
VICE PRESIDENT

Attest:

TRAILER TRAIN COMPANY

A. F. Hunt
Assistant Secretary
SEAL

By: _____
J. W. ...
Vice President and Treasurer

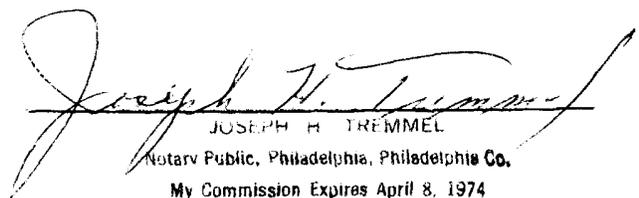
COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF PHILADELPHIA)

On this 24th day of December, 19 70 before me

personally appeared, **J. A. Brennan, Jr.**, to me personally

known, who, being by me duly sworn, says that he is **Vice President and Treasurer**

of Trailer Train Company, that the seal affixed to the fore-
going 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