

EXECUTED IN 8 COUNTERPARTS

No. 3

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

Series 1

5770-a

REGISTRATION NO. _____ FILED & RECORDED

OCT 16 1973 - 3 30 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

Dated as of June 15, 1973

TO

EQUIPMENT TRUST AGREEMENT

Dated as of June 15, 1970

BY AND BETWEEN

FIRST NATIONAL CITY BANK,
Trustee

AND

PULLMAN TRANSPORT LEASING COMPANY

SUPPLEMENTAL AGREEMENT (the "Supplement") dated as of June 15, 1973, to EQUIPMENT TRUST AGREEMENT (the "Agreement") dated as of June 15, 1970, by and between FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States, as Trustee (the "Trustee"), and PULLMAN TRANSPORT LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WHEREAS, in accordance with Section 5.06 of the Agreement the Company has sold, assigned and transferred to the Trustee the equipment first described below in substitution for the equipment subject to the Agreement second described below, and

WHEREAS, Section 12.01 of the Agreement authorizes the Company and the Trustee to enter into this Supplemental Agreement without the consent of the holders of the Equipment Trust Certificates issued under the Agreement;

NOW THEREFORE, it is hereby agreed that Schedule A to the Agreement is hereby amended to: 1) add to such Schedule A and subject to the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
40	4,427 Cu. Ft. Capacity 100-ton Covered Hopper Car	TLCX 19025-19043 TLDX 5411-5414, 6463-6477, 6485, 6486

and 2) delete from such Schedule A and release from the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
4	50' 6" 70-ton Insulated Box Car	RSP 1406, 1730, 1806 TLDX 50009
4	14,500 Gal. Non- insulated Tank Car	TLDX 114002, 114004, 114006, 114008
1	11,375 Gal. Insulated Tank Car	TLDX 211005

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
12	4,785 Cu. Ft. 100 Ton Covered Hopper	TLCX 35113, 35057, 35058, 35064, 35068, 35070, 35076, 35089, 35101, 35109, 35111, 35121
1	16,300 Gal. Insulated Tank Car	TLDX 216110

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee 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 written.

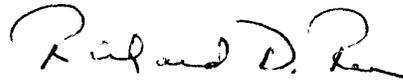
FIRST NATIONAL CITY BANK

BY


E. J. Jaworski
Trust Officer

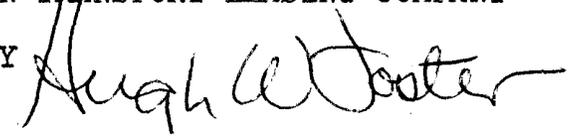
[Corporate Seal]

Attest:

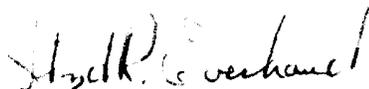

~~Assistant Trust Officer~~
RICHARD D. REIN
ASSOCIATE TRUST OFFICER

PULLMAN TRANSPORT LEASING COMPANY

BY


Vice President

[Corporate Seal]


Secretary

STATE OF NEW YORK,)
COUNTY OF NEW YORK,) SS.:

On this 3rd day of October, 1973, before me personally came E. J. Jaworski, to me known, who, being by me duly sworn, says that he resides at 107 Palmer Road, Pennington, New Jersey, 08374, that he is a TRUST OFFICER of FIRST NATIONAL CITY BANK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority.

John J. Neubaer
Notary Public

My Commission Expires

[Notarial Seal]

JOHN J. NEUBAUER
Notary Public, State of New York
No. 034809750
Qualified in Bronx County
Certificate filed in New York County
Term Expires March 31, 1975

STATE OF ILLINOIS,)
COUNTY OF C O O K,) SS.:

On this 19th day of June, 1973, before me personally came Hugh W. Foster, to me known, who, being by me duly sworn, says that he resides at Chicago, Illinois, that he is the Vice President of PULLMAN TRANSPORT LEASING COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Jerome F. Reigel
Notary Public

My Commission Expires Feb. 28, 1974

[Notarial Seal]