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SUPPLEMENTAL AGREEMENT XXI

SUPPLEMENTAL AGREEMENT dated as of June 1, 1976, between MANUFACTURERS HANOVER TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the "Trustee"), and TRAILER TRAIN COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, the Trustee and the Company have entered into the Equipment Trust Agreements and supplements thereto described in Schedule A attached hereto (hereinafter collectively called "Trust Agreement"); and

WHEREAS, in compliance with the Trust Agreements funds have been deposited or will be deposited by the Company with the Trustee for the equipment described in Schedule B attached hereto and previously declared destroyed by the Company (said destroyed equipment being hereinafter called "Destroyed Equipment"); and

WHEREAS, the Company desires to purchase the equipment described in Schedule C attached hereto (hereinafter called "Replacement Equipment") as provided in the Trust Agreements:

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and transferred to the Company by the Trustee and is no longer subject to the terms and conditions of the Trust Agreements.

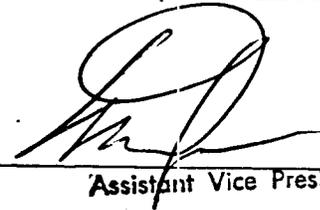
The Replacement Equipment is hereby subjected to the terms and conditions of the Trust Agreements in compliance therewith.

This Supplemental Agreement will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective seals to be hereunto affixed, duly attested, as of the day and year first above written.

MANUFACTURERS HANOVER TRUST  
COMPANY, TRUSTEE, as aforesaid

BY



Assistant Vice President

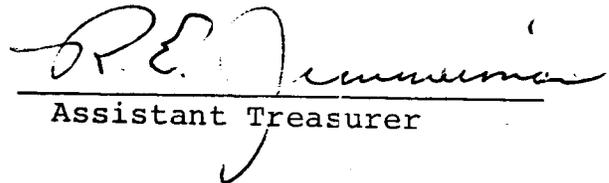
ATTEST:



ASSISTANT SECRETARY

TRAILER TRAIN COMPANY

BY



Assistant Treasurer

ATTEST:



Assistant Secretary

CITY OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

On this 2<sup>nd</sup> day of June, 1976, before  
me personally appeared W. B. DODGE to me personally  
known, who, being by me duly sworn, says that he is

Assistant Vice President of Manufacturers Hanover  
Trust Company, that one of the seals 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.

  
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JAMES FOLEY  
Notary Public, State of New York  
No. 31-6348400  
Qualified in New York County  
Commission Expires March 30, 1978



SCHEDULE AOriginal RecordationSupplemental Recordation

<u>Series</u>	<u>Dated</u>	<u>Date of ICC Recordation</u>	<u>Recordation Number</u>	<u>Dated</u>	<u>Date of ICC Recordation</u>	<u>Recordation Number</u>
7	9/01/66	10/17/66	3963-B	2/06/73 7/20/74	2/13/73 7/30/74	3963-C 3963-D
8	10/01/66	11/14/66	3954-C	9/30/68 2/06/73 7/20/74	9/26/68 2/13/73 7/30/74	3954-D 3954-G 3954-I
10	11/15/66	12/21/66	4128	9/30/68 5/01/69 9/15/70 2/06/73 7/20/74	9/26/68 5/26/69 9/25/70 2/13/73 7/30/74	4128-A 4128-B 4128-C 4128-D 4128-E
13	12/30/66	2/06/67	4198	9/30/68 5/01/69 2/06/73 7/20/74	9/26/68 5/26/69 2/13/73 7/30/74	4198-A 4198-B 4198-C 4198-D
21	2/15/69	2/24/69	5161	8/01/69 9/15/70 10/17/72 2/06/73 7/20/74	12/04/69 9/25/70 11/07/72 2/13/73 7/30/74	5161-A 5161-B 5161-C 5161-D 5161-E
22	4/15/69	5/09/69	5248	9/15/70 10/17/72 2/06/73 7/20/74	9/25/70 11/07/72 2/13/73 7/30/74	5248-A 5248-C 5248-D 5248-E
23	7/01/69	7/11/69	5315	2/06/73 7/20/74	2/13/73 7/30/74	5315-B 5315-C
25	12/15/69	1/07/70	5534	1/29/71 2/06/73 7/20/74	2/01/71 2/13/73 7/30/74	5534-A 5534-B 5534-C
26	5/01/70	5/05/70	5702	10/17/72 2/06/73 7/20/74	11/07/72 2/13/73 7/30/74	5702-B 5702-C 5702-D

SCHEDULE AOriginal RecordationSupplemental Recordation

<u>Series</u>	<u>Dated</u>	<u>Date of ICC Recordation</u>	<u>Recordation Number</u>	<u>Dated</u>	<u>Date of ICC Recordation</u>	<u>Recordation Number</u>
27	7/15/70	7/21/70	5786	2/06/73 7/20/74	2/13/73 7/30/74	5786-A 5786-B
29	8/01/71	7/28/71	6255	2/06/73 7/20/74	2/13/73 7/30/74	6255-A 6255-B

SCHEDULE B

D E S T R O Y E D E Q U I P M E N T

<u>Series</u>	<u>Description</u>	<u>Car Number</u>	<u>Cost</u>
22	89'4" auto-rack flat car	156487	\$ 15,555.85
	89'4" all purpose flat car	972611	19,191.86
	89'4" all purpose flat car	972374	20,705.01
23	89'4" hitch flat car	157060	15,906.17
	89'4" hitch flat car	157039	16,062.37
25	89'4" all purpose flat car	970201	20,963.31
	89'4" auto-rack flat car	810140	19,073.74
	89'4" hitch flat car	157241	17,416.19
	89'4" pedestal flat car	962450	20,908.80
	89'4" auto-rack flat car	962677	15,713.34
	89'4" auto-rack flat car	962586	16,086.00
	89'4" auto-rack flat car	962687	17,204.36
	89'4" hitch flat car	253099	17,502.81
	89'4" auto-rack flat car	800967	17,143.61
26	89'4" all purpose flat car	970594	18,249.00
	89'4" hitch flat car	603369	16,359.45
	89'4" auto-rack flat car	940283	13,998.31
29	89'4" hitch flat car	963864	23,268.00
	68' bulkhead flat car	80706	18,478.92
	TOTAL		<u>\$339,787.10</u>

SCHEDULE C

REPLACEMENT EQUIPMENT

<u>Car Description</u>	<u>Quantity</u>	<u>Car Number</u>	<u>Unit Cost</u>	<u>Total Cost</u>
60', 70-ton capacity, hydraulic draft gear, standard level flat car with heavy duty tie-down equipment, TTHX type	4	98217, 98218 98219, 98221	\$ 33,961.58	\$ 135,846.32
	6	98216, 98220 98222- 98225	\$ 33,990.13	\$ 203,940.78
	<u>10</u>			<u>\$ 339,787.10</u>