

RECORDATION NO. 5800-B
Filed & Record.
FEB 2 1971 9:00 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

DATED AS OF JANUARY 28, 1971

AMENDING

RAILROAD EQUIPMENT LEASE

DATED AS OF AUGUST 11, 1970

AND

SUPPLEMENTAL AGREEMENT

DATED AS OF AUGUST 21, 1970

BETWEEN

PULLMAN INCORPORATED (PULLMAN-STANDARD DIVISION)
Lessor

AND

TRAILER TRAIN COMPANY
Lessee

THIS SUPPLEMENTAL AGREEMENT dated as of January 28, 1971 between PULLMAN INCORPORATED (PULLMAN-STANDARD DIVISION), (hereinafter called the "Lessor") and TRAILER TRAIN COMPANY (hereinafter called the "Lessee"):

WITNESSETH:

WHEREAS, the Lessor and Lessee have entered into a Supplemental Agreement dated as of August 21, 1970 (hereinafter called the "Supplemental Agreement"), which Supplemental Agreement was recorded with the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act on August 27, 1970 at 1:50 p.m. and assigned Recordation No. 5800-A, which Supplemental Agreement amended the Railroad Equipment Lease dated as of August 11, 1970 (hereinafter called the "Lease"), which Lease was recorded under Section 20c of the Interstate Commerce Act on August 19, 1970 and assigned Recordation No. 5800; and

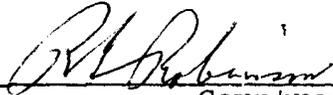
WHEREAS, the Lessor and Lessee desire to supplement and amend the Supplemental Agreement and the Lease in certain respects, as hereinafter more fully described;

1. Section 3 of Schedule A of the Lease is hereby amended by deleting the date January 31, 1971 and inserting in lieu thereof the date of March 31, 1971.

2. Except as supplemented and amended by this Supplemental Agreement, the Supplemental Agreement and the Lease shall continue in full force and effect.

IN WITNESS WHEREOF, Lessor and Lessee have caused these presents to be executed in their respective corporate names and their respective corporate seals to be hereunto affixed by duly elected and authorized officers, pursuant to lawful authority, all as of the day, month and year first hereinbefore written.

PULLMAN INCORPORATED
(Pullman-Standard Division)

By 
Comptroller

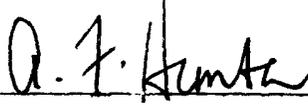
ATTEST:


Assistant Secretary

TRAILER TRAIN COMPANY

By 
Assistant Treasurer

ATTEST:


Assistant Secretary

SPECIAL CERTIFICATE

TO: TRAILER TRAIN COMPANY

I, 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 a Railroad Equipment Lease dated August 11, 1970, between PULLMAN INCORPORATED and the Company:

Type of Cars:

Number of Units:

Place Accepted:

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 legened:

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

Inspector and Authorized
Representative of
TRAILER TRAIN COMPANY