

November 12, 1970

5-962-A

RECORDATION NO. _____ Filed & Recorded

NOV 13 1970 - 9:30 AM

INTERSTATE COMMERCE COMMISSION

Mr. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington 25, D. C.

Dear Sir:

Will you please record as provided in Section 20c of the Interstate Commerce Act, the Supplemental Agreement dated November 5, 1970, to the Railroad Equipment Lease dated October 21, 1970, between Bethlehem Steel Corporation and Trailer Train Company. Five (5) counterpart originals of the Supplemental Agreement are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

§1116.4(b) - The names and addresses of the parties to the transaction:

Lessor - Bethlehem Steel Corporation
Bethlehem, Pennsylvania

Lessee - Trailer Train Company
1819 Kennedy Boulevard
Philadelphia, Pennsylvania

§1116.4(c) - General Description of the Equipment:

Type	AAR		Marked*	Numbered
	Mechanical Designation	No. of Units		
89'4" Standard Flat Cars	FC	77	TTX	963467 to 963543(both included)
89'4" Standard Flat Cars	FC	20	TTX	963603 to 963622(both included)

FEE OPERATIONS DIV. NOV 13 1970

*All units will have marked on each side thereof, the following legend:

"Owned by a Bank or Trust Company Under a Security Agreement
Filed Under the Interstate Commerce Act, Section 20c"

§1116.4(e) - Prior recordation of the Railroad Equipment Lease dated October 21, 1970, was made on October 30, 1970, at 1:30 p.m. and assigned Recordation No. 5882.

§1116.4(f) - Three (3) counterpart originals of the Railroad Equipment Lease being recorded should be returned to the undersigned at the above address.

Sincerely,

J. A. Brennan, Jr.

Encl.

ljd

RECORDATION NO. 5862-A Filed & Recorded
SUPPLEMENTAL AGREEMENT NOV 13 1970 - 9 22 AM
INTERSTATE COMMERCE COMMISSION

DATED AS OF NOVEMBER 5, 1970

AMENDING

RAILROAD EQUIPMENT LEASE

DATED AS OF OCTOBER 21, 1970

BETWEEN

BETHLEHEM STEEL CORPORATION,
Lessor

AND

TRAILER TRAIN COMPANY
Lessee

THIS SUPPLEMENTAL AGREEMENT dated November 5, 1970, between Bethlehem Steel Corporation, a corporation organized under the laws of the State of Delaware (hereinafter sometimes called the "Lessor"), and TRAILER TRAIN COMPANY, a corporation organized under the laws of the State of Delaware with an office at 1819 Kennedy Boulevard, Philadelphia, Pennsylvania (hereinafter sometimes called the "Lessee"):

WITNESSETH:

WHEREAS, by Railroad Equipment Lease dated October 21, 1970 (hereinafter called the "Lease"), Lessor leased to Lessee the railroad flat cars therein set forth:

WHEREAS, the Lessee has requested the Lessor to supplement the Lease to include thereunder additional railroad flat cars;

NOW, THEREFORE, the parties hereto in consideration of the premises, and each intending to be legally bound hereby, do hereby agree as follows:

1. The Lease is hereby supplemented by the inclusion of the following railroad flat cars under its terms and conditions:

(77) 89'4" Standard flat cars, without components, except hydraulic draft gears and couplers, to be numbered 963467 and 963543, both inclusive, shall be purchased at \$16,525.00, each.

(20) 89'4" Standard flat cars, without components, except hydraulic draft gears and couplers, to be numbered 963603 to 963622, both inclusive, shall be purchased at \$16,525.00, each.

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.

BETHLEHEM STEEL CORPORATION

BY:

VICE PRESIDENT

ATTEST:

Assistant Secretary

SEAL

TRAILER TRAIN COMPANY

BY:

Assistant Treasurer

ATTEST:

Assistant Secretary

SEAL

COMMONWEALTH OF PENNSYLVANIA (
 (ss.
 COUNTY OF NORTHAMPTON (

On this 11th day of November, 1970, before me personally appeared FRANCIS VAN NUYS, to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT of Bethlehem Steel Corporation, that the seal 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.

Evelyn S. Weeks

NOTARY PUBLIC
My Commission Expires
City of Bethlehem
Northampton County
October 13, 1974

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

On this *9th* day of *November*, 1970 before me

personally appeared, **R. E. Zimmerman**, to me personally

known, who, being by me duly sworn, says that he is **Assistant 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

JOSEPH H. TREMMEL
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires April 8, 1974

CERTIFICATE OF ACCEPTANCE
UNDER RAILROAD EQUIPMENT LEASE

TO: BETHLEHEM STEEL CORPORATION

I, a duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Lessee"), for the purpose of the Railroad Equipment Lease dated October 21, 1970, amended November 5, 1970, between you, as Manufacturer and the Lessee, do hereby certify that I have inspected, received, approved and accepted delivery on behalf of the Lessee under said Railroad Equipment Lease of the following units of railroad equipment:

Type of Cars:

Place Accepted: Johnstown, Pennsylvania

Date Accepted:

Number of Units:

Numbered:

I do further certify that the foregoing cars are in good order and condition and conform to the specifications applicable thereto, and to all applicable Interstate Commerce Commission requirements and specifications and to all standards of the Association of American Railroads. The execution of this certificate will in no way relieve the Manufacturer of its duty or decrease its responsibility (1) to produce and deliver the railroad equipment indicated above in accordance with the terms of the purchase agreement and (2) in respect of its warranty in the Lease of Railroad Equipment, be of good workmanship, constructed with quality materials, and be free of defects.

Inspector and Authorized
Representative of
TRAILER TRAIN COMPANY

SPECIAL CERTIFICATE

TO: TRAILER TRAIN COMPANY

I, a 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 the Railroad Equipment Lease dated October 21, 1970, amended November 5, 1970, between BETHLEHEM STEEL CORPORATION and the Company:

Type of Cars:

Number of Units:

Place Accepted: Johnstown, Pennsylvania

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 legend:

"Owned by a Bank or Trust Company Under a Security Agreement
Filed Under the Interstate Commerce Act, Section 20c"

Inspector and Authorized
Representative of
TRAILER TRAIN COMPANY