

**TRAILER TRAIN  
COMPANY**

300 SOUTH WACKER DRIVE - CHICAGO, ILLINOIS 60606  
(312) 786-1200

November 28, 1977

Mr. Robert L. Oswald  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. *5956-B* Filed & Recorded  
DEC 2 1977-9 20 AM  
INTERSTATE COMMERCE COMMISSION

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the enclosed Statement of New Numbers dated as of October 25, 1977, which relates to the Equipment Trust Agreement, Series 28, dated as of February 15, 1971, between The Bank of New York and Trailer Train Company. Six (6) counterpart originals of these documents 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:

Trustee: The Bank of New York  
90 Washington Street  
New York, New York 10015

Company: Trailer Train Company  
300 South Wacker Drive  
Chicago, Illinois 60606

7-33610-5  
Date 10  
Fee \$ 10  
CC Washington, D. C.

1116.4(c) - General description of the equipment:

<u>Type</u>	AAR		<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
	<u>Mechanical</u>	<u>Designation</u>			
89'4", 70-ton capacity, standard draft gear, standard level all- purpose flatcar	FC		1	TTX	975340

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

*C. A. Kunkel*  
*C. A. Kunkel*

STATEMENT OF NEW NUMBERS, dated as of October 25, 1977, relating to certain railroad equipment (herein the "Trust Equipment") leased pursuant to an Equipment Trust Agreement dated as of February 15, 1971 (herein the "Trust Agreement"), by and between The Bank of New York, a corporation of the State of New York, as Trustee (herein the "Trustee") and Trailer Train Company, a Delaware corporation (herein the "Company").

WHEREAS the Trustee and the Company have entered into the Trust Agreement and a Supplemental Agreement, previously filed and recorded as shown in Schedule A attached hereto; and

WHEREAS Section 5.07 of the Trust Agreement provides that the Company shall not change, or permit to be changed, the identifying numbers of any of the units of the Trust Equipment except in accordance with a statement of new numbers to be substituted therefor which previously shall have been filed with the Trustee by the Company and which shall be filed and recorded by the Company with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act; and

Whereas the Company desires to cause to be removed the identifying numbers of certain units of the Trust Equipment and substitute new identifying numbers in their place;

NOW THEREFORE, THIS STATEMENT WITNESSETH:

The identifying numbers of the units of Trust Equipment set forth below are hereby changed as follows:

Old Number

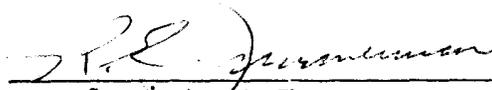
New Number

255498

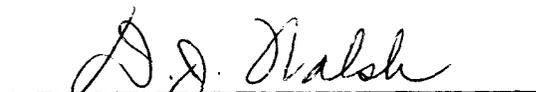
975340

IN WITNESS WHEREOF the Company, pursuant to due corporate authority, has caused these presents to be signed in its corporate name and its corporate seal to be hereunto affixed, duly attested, as of the day and year first above written.

TRAILER TRAIN COMPANY

  
Assistant Treasurer

ATTEST:

  
Assistant Secretary



ACKNOWLEDGMENT

THE BANK OF NEW YORK, as Trustee, does hereby acknowledge that the foregoing Statement of New Numbers is duly filed in accordance with Section 5.07 of the Equipment Trust Agreement dated as of February 15, 1971, by and between The Bank of New York, as Trustee, and Trailer Train Company

THE BANK OF NEW YORK

  
\_\_\_\_\_  
ASSISTANT VICE PRESIDENT

ATTEST:

  
\_\_\_\_\_  
ASSISTANT SECRETARY

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 18<sup>th</sup> day of November, 1977 before me personally appeared ARTHUR W. ASLANIAN to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of The Bank of New York, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and 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.

Marie E. Smith  
Notary Public

MARIE E. SMITH  
Notary Public, State of New York  
No. 244655312  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1979

SCHEDULE A

Equipment Trust, Series 28

<u>Agreement</u>	<u>Date</u>	<u>Recordation Number</u>	<u>Date Recorded</u>
Equipment Trust Agreement Series 28	February 15, 1971	5956	February 22, 1971
Supplemental Agreement	January 19, 1975	5956-A	February 24, 1975