

RECORDATION NO. 681-A Filed & Recorded

JUL 2 - 1971 11 22 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

DATED AS OF JUNE 21, 1971

AMENDING

LEASE AND PURCHASE AGREEMENT

DATED AS OF JUNE 1, 1971

BETWEEN

ACF INDUSTRIES, INCORPORATED,
Lessor

AND

TRAILER TRAIN COMPANY,
Lessee

THIS SUPPLEMENTAL AGREEMENT dated June 21, 1971, between ACF Industries, Incorporated, (hereinafter sometimes called the "Lessor"), and TRAILER TRAIN COMPANY, (hereinafter sometimes called the "Lessee"):

WITNESSETH:

WHEREAS, by Lease and Purchase Agreement dated June 1, 1971 (hereinafter called the "Lease"), which Lease was recorded with the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act on June 9, 1971, at 4:10 P.M. and assigned Recordation No. 6181; and

WHEREAS, the Lessee has requested the Lessor to supplement the Lease in certain respects, as hereinafter more fully described;

NOW, THEREFORE, in consideration of the mutual premises, covenants and agreements hereinafter set forth the parties hereto agree as follows:

1. Sections 2 and 4 of Schedule A to the Lease dated June 1, 1971 is hereby amended by the deletion of (19) 89'4" Standard Frame Flat cars, without components, except hydraulic draft gears and couplers, to be numbered 920054 to 920072, both inclusive.

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 respective seals as of the date first above written.

Attest:

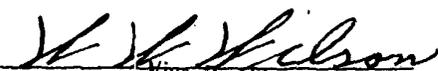
ACF INDUSTRIES, INCORPORATED



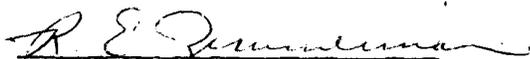
SEAL

ASSISTANT SECRETARY

Attest:

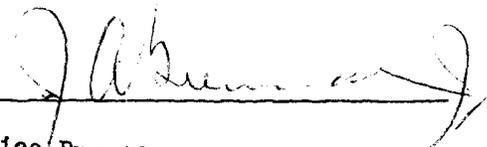
By: 
Vice President

TRAILER TRAIN COMPANY



SEAL

Assistant Secretary

By: 
Vice President and Treasurer

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

On this 24th day of *June*, 1971, before me personally appeared **W. W. WILSON**, to me personally known, who, being by me duly sworn, says that he is **VICE PRESIDENT** of ACF Industries, Incorporated, that the seal affixed to the foregoing 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.



EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1972

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

On this *22* day of *June*, 1971 before me

personally appeared, *J. A. Brennan, Jr.*, to me personally

known, who, being by me duly sworn, says that he is Vice President and Treasurer

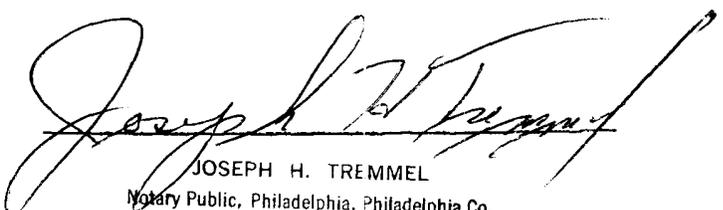
of Trailer Train Company, that the seal affixed to the fore-

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