

SUPPLEMENTAL AGREEMENT

DATED AS OF FEBRUARY 8, 1971

RECORDATION NO. 5876-C Filed & Return

AMENDING

FEB 17 1971 1 50 PM

INTERSTATE COMMERCE COMMISSION

RAILROAD EQUIPMENT LEASE

DATED AS OF NOVEMBER 9, 1970

AND

SUPPLEMENTAL AGREEMENT

DATED AS OF DECEMBER 1, 1970

AND

SUPPLEMENTAL AGREEMENT

DATED AS OF JANUARY 4, 1971

BETWEEN

PULLMAN INCORPORATED (PULLMAN-STANDARD DIVISION)
Lessor

AND

TRAILER TRAIN COMPANY
Lessee

THIS SUPPLEMENTAL AGREEMENT dated February 3, 1971, between Pullman Incorporated (PULLMAN-STANDARD DIVISION), 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 Delaware with an office at 1819 Kennedy Boulevard, Philadelphia, Pennsylvania (hereinafter sometimes called the "Lessee"):

WITNESSETH:

WHEREAS, by Railroad Equipment Lease dated November 9, 1970, as amended on December 1, 1970 and January 4, 1971 (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:

(97) 89'4" Lo-Dek Flat Cars, without components, except hydraulic draft gears and couplers, to be numbered 801656 to 801752, both inclusive,
shall be purchased at \$18,358.56; each.

2. The Lease, as supplemented by the 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.

Attest:

PULLMAN INCORPORATED
(Pullman-Standard Division)

William O. Cledge
Assistant Secretary

By: Robert J. Johnson
Comptroller

SEAL

Attest:

TRAILER TRAIN COMPANY

W. H. Hunter
Assistant Secretary

By: Robert J. Johnson
Assistant Treasurer

SEAL

STATE OF ILLINOIS ()
() SS.
COUNTY OF COOK ()

On this *10th* day of *February*, 1971 before me personally appeared *A. E. Robinson*, to me personally known, who being by me duly sworn, says that he is *Comptroller* of Pullman Incorporated (Pullman-Standard Division), 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.

Richard C. Moberg
Notary Public in and for the State of Illinois

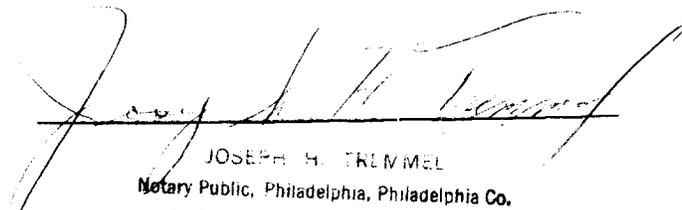
COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF PHILADELPHIA)

On this 8th day of February, 1974 before me

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

known, who, being by me duly sworn, says that he is ASSISTANT PRESIDENT

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

CERTIFICATE OF ACCEPTANCE
UNDER RAILROAD EQUIPMENT LEASE

TO: PULLMAN INCORPORATED

I, duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Lessee"), for the purpose of the Railroad Equipment Lease dated November 9, 1970, amended December 1, 1970, January 4, 1971 and February 8, 1971, between you, as Manufacturer and the Lessee do hereby certify that I have inspected, received, approved and accepted delivery on behalf of the Lessee and under said Railroad Equipment Lease of the following units of railroad equipment:

Type of Cars:

Place Accepted:

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 recommended by the Association of American Railroads.

The execution of this certificate will in no way relieve the Manufacturer or decrease his responsibility to produce and deliver the railroad equipment indicated above in accordance with the terms of the Purchase Agreement, 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 November 9, 1970, amended December 1, 1970, January 4, 1971 and February 8, 1971, 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 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