

EXECUTED IN 5 COUNTERPARTS
COUNTERPART NO. 2

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

Series 2

5889-C
RECORDATION NO. _____ Filed & Recorded

MAY 10 1974 -2 50 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT NO. 2

Dated as of **March 18**, 1974

TO

EQUIPMENT TRUST AGREEMENT

Dated as of December 15, 1970

BY AND BETWEEN

FIRST NATIONAL CITY BANK, Trustee

AND

PULLMAN TRANSPORT LEASING COMPANY

SUPPLEMENTAL AGREEMENT NO. 2 (the "Supplement") dated as of **March 18**, 19**74**, to EQUIPMENT TRUST AGREEMENT (the "Agreement") dated as of December 15, 1970, by and between FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States, as Trustee (the "Trustee"), and PULLMAN TRANSPORT LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WHEREAS, in accordance with Section 5.08 of the Agreement the Company deposited cash with the Trustee on account of the equipment described in (2) below becoming worn out, unsuitable for use, lost or destroyed, and

WHEREAS, in accordance with Section 5.08 of the Agreement the Company wishes to sell, assign and transfer to the Trustee the equipment described in (1) below in exchange for payment by the Trustee of cash to the Company, and

WHEREAS, Section 12.01 of the Agreement authorizes the Company and the Trustee to enter into this Supplemental Agreement without the consent of the holders of the Equipment Trust Certificates issued under the Agreement;

NOW THEREFORE, it is hereby agreed that Schedule A to the Agreement is hereby amended to:

- (1) add to such Schedule A and subject to the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
16	4427 cu.ft. 100-Ton Capacity Covered Hopper	TLBX 5434 - 5440, 5442, 5445, 5446, 5449 - 5454

and

(2) delete from such Schedule A and release from the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
9	4740 cu.ft. 100-Ton Capacity Covered Hopper	MILW 100132
		TLCK 30334 30907
		30399 30923
		30436 30963
		30438 31066
1	5650 cu.ft. 100-Ton Capacity Covered Hopper	TLCK 38297

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed by their respective officers thereunto duly authorized and their respective corporate seals duly attested, to be hereunto affixed as of the day and year first written.

FIRST NATIONAL CITY BANK

By

[Signature]
TRUST OFFICER

(Corporate Seal)

Attest:

Richard D. [Signature]

Associate
Assistant Trust Officer.

PULLMAN TRANSPORT LEASING COMPANY

By

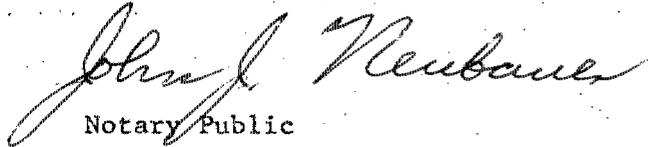
[Signature]
Vice President

(Corporate Seal)

[Signature]
Secretary.

STATE OF ILLINOIS,)
COUNTY OF C O O K,) SS.:

On this 1st day of May, 1974, before me personally came E. J. Jaworski, to me known, who, being by me duly sworn, says that he resides at 107 Palmer Road, Pennington, New Jersey 08534, that he is a TRUST OFFICER of FIRST NATIONAL CITY BANK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority.


Notary Public

My Commission Expires

JOHN J. NEUBAUER
Notary Public, State of New York
No. 03-2859750
Qualified in Bronx County
Certificate filed in New York County
Term Expires March 30, 1975

(Notarial Seal)

STATE OF ILLINOIS,)
COUNTY OF C O O K,) SS.:

On this 18th day of March, 1974, before me personally came Hugh W. Foster, to me known, who, being by me duly sworn, says that he resides at Chicago, Illinois, that he is the Vice President of PULLMAN TRANSPORT LEASING COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.


Notary Public

My Commission Expires Feb. 24, 1978

(Notarial Seal)