

**TRAILER TRAIN
COMPANY**

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

RECORDATION NO. *6737* December 6, 1977
Hand No
Filed & Recorded

DEC 9 1977 9 52 AM 2-3431011

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

date DEC 9 1977
see \$ 50
Washington, D. C.

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, by cross-reference of this Supplemental Agreement XXVII dated as of December 1, 1977, to the five Equipment Trust Agreements listed in Schedule A hereto, between Manufacturers Hanover Trust Company and Trailer Train Company. Six (6) counterpart originals of the Supplement Agreement are enclosed with this letter of transmittal together with a check in the amount of \$50.

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:

Assignee: Manufacturers Hanover Trust Company
40 Wall Street
New York, New York 10015

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

1116.4(c) - General description of the equipment:

| Type | AAR Mechanical Designation | Units | Marked* | Numbered |
|------------------------------|----------------------------|-------|---------|---------------|
| 89'4", all-purpose flat-cars | FC | 17 | TTX | 978757-978773 |

*All units 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 five Equipment Trust Agreements are listed on the attached Schedule A.

*Greenleaf
Sign for 12/24 - Stephen E. Charles*

*REC'D
FEE OF \$10.00*

*Record #6737-B
Attachment for Equip
Rec Account
x Account*

Mr. Robert L. Oswald
December 6, 1977
Page Two

1116.4(f) - Four (4) counterpart originals of the Supplemental Agreement XXVII being recorded should be returned to the undersigned at the above address.

Very truly yours,

A handwritten signature in cursive script that reads "T. D. Marion".

T. D. Marion
Manager, Equipment Financing

nh
Enclosures

SCHEDULE AOriginal RecordationSupplemental Recordation

| <u>Series</u> | <u>Dated</u> | <u>Date ICC Recordation</u> | <u>Recordation Number</u> | <u>Dated</u> | <u>Date of ICC Recordation</u> | <u>Recordation Number</u> |
|---------------|--------------|-------------------------------------|-------------------------------|-------------------------------|--|-------------------------------|
| 30 | 9/01/72 | 9/11/72 | 6737 | 1/26/75 | 3/06/75 | 6737-A |
| 31 | 2/01/73 | 2/27/73 | 6945 | 1/26/75 | 3/06/75 | 6945-A |
| 32 | 8/15/73 | 8/31/73 | 7144 | 10/01/73 1/26/75 | 10/10/73 3/06/75 | 7144-A 7144-B |
| 33 | 3/01/74 | 3/18/74 | 7431 | 1/26/75 | 3/06/75 | 7431-A |
| 34 | 7/01/74 | 7/15/74 | 7570 | 9/15/74 9/15/74 1/26/75 | 10/21/74 11/29/74 3/06/75 | 7570-A 7570-B 7570-C |

RECORDATION NO. 2737-13 Filed & Recorded

SUPPLEMENTAL AGREEMENT XXVII
(Trust Group 7) DEC 9 1977 9:42 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT dated as of December 1, 1977, between MANUFACTURERS HANOVER TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the "Trustee"), and TRAILER TRAIN COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, the Trustee and the Company have entered into the Equipment Trust Agreements and supplements thereto described in Schedule A attached hereto (hereinafter collectively called "Trust Agreement"); and

WHEREAS, in compliance with the Trust Agreements funds have been deposited or will be deposited by the Company with the Trustee for the equipment described in Schedule B attached hereto and previously declared destroyed by the Company (said destroyed equipment being hereinafter called "Destroyed Equipment"); and

WHEREAS, the Company desires to purchase the equipment described in Schedule C attached hereto (hereinafter called "Replacement Equipment") as provided in the Trust Agreements:

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and transferred to the Company by the Trustee and is no longer subject to the terms and conditions of the Trust Agreements.

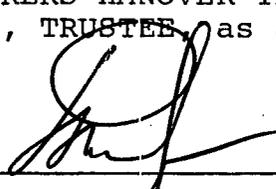
The Replacement Equipment is hereby subjected to the terms and conditions of the Trust Agreements in compliance therewith.

This Supplemental Agreement will be simultanecusly executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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

MANUFACTURERS HANOVER TRUST
COMPANY, TRUSTEE as aforesaid

By _____


ASST. VICE PRESIDENT

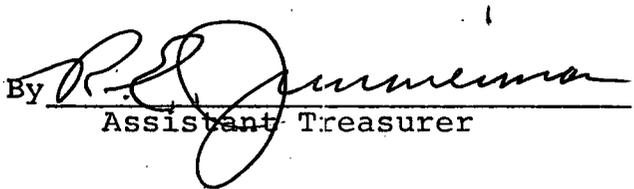
ATTEST:



ASSISTANT SECRETARY

TRAILER TRAIN COMPANY

By _____


Assistant Treasurer

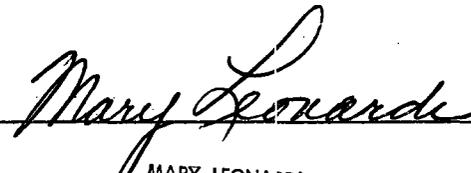
ATTEST:



Assistant Secretary

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)
) SS:

On this th 7 day of December, 1977, before me personally
appeared W. B. DODGE to me personally known, who, being
by me duly sworn, says that he is
ASST. VICE PRESIDENT
of Manufacturers Hanover Trust Company, that one of the seals
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.



MARY LEONARDI
Notary Public, State of New York
No. 40-7495520
Qualified in Putnam County
Certificate filed in New York County
Commission Expires March 30, 1978

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this *2nd* day of December, 1977 before me personally appeared R. E. Zimmerman, to be personally known, who being by me duly sworn, says that he is an Assistant Treasurer of TRAILER TRAIN COMPANY, that one of the seals 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.



Notary Public

My Commission Expires:

My Commission Expires May 17, 1980

SCHEDULE AOriginal RecordationSupplemental Recordation

| <u>Series</u> | <u>Dated</u> | <u>Date ICC Recordation</u> | <u>Recordation Number</u> | <u>Dated</u> | <u>Date of ICC Recordation</u> | <u>Recordation Number</u> |
|---------------|--------------|-------------------------------------|-------------------------------|-------------------------------|--|-------------------------------|
| 30 | 9/01/72 | 9/11/72 | 6737 | 1/26/75 | 3/06/75 | 6737-A |
| 31 | 2/01/73 | 2/27/73 | 6945 | 1/26/75 | 3/06/75 | 6945-A |
| 32 | 8/15/73 | 8/31/73 | 7144 | 10/01/73 1/26/75 | 10/10/73 3/06/75 | 7144-A 7144-B |
| 33 | 3/01/74 | 3/18/74 | 7431 | 1/26/75 | 3/06/75 | 7431-A |
| 34 | 7/01/74 | 7/15/74 | 7570 | 9/15/74 9/15/74 1/26/75 | 10/21/74 11/29/74 3/06/75 | 7570-A 7570-B 7570-C |

SCHEDULE B
TRUST GROUP 7
DESTROYED EQUIPMENT

| <u>Equipment Trust Agreement No.</u> | <u>Car Type</u> | <u>Car Number</u> | <u>Car Value</u> |
|--------------------------------------|-----------------|-------------------|---------------------|
| 30 | 89'4" FC | 940712 | \$ 16,319.21 |
| | 89'4" FC | 940726 | 16,990.88 |
| | | | <u>33,310.09</u> |
| 31 | 89'4" FC | 964266 | 17,158.24 |
| | 89'4" FC | 964244 | 16,948.71 |
| | 89'4" FC | 977022 | 20,708.54 |
| | 89'4" FC | 977050 | 20,534.28 |
| | 89'4" FC | 964221 | 18,002.72 |
| | 89'4" FC | 941212 | 17,736.94 |
| | | | <u>111,089.43</u> |
| 32 | 89'4" FC | 974319 | 22,386.94 |
| | 89'4" FC | 603737 | 18,730.60 |
| | 89'4" FC | 977101 | 19,572.47 |
| | 89'4" FC | 158758 | 21,716.42 |
| | 89'4" FC | 158518 | 19,225.64 |
| | 89'4" FC | 158472 | 21,153.87 |
| | 89'4" FC | 159112 | 25,158.23 |
| | 89'4" FC | 159120 | 26,708.14 |
| | 89'4" FC | 158736 | 26,825.45 |
| | 89'4" FC | 941318 | 23,608.90 |
| | | | <u>225,086.66</u> |
| 33 | 89'4" FC | 965058 | 25,373.35 |
| | 68' FC | 81152 | 32,568.19 |
| | 89'4" FC | 254321 | 28,596.32 |
| | 89'4" FC | 159700 | 21,599.64 |
| | 89'4" FC | 973220 | 23,749.11 |
| | | | <u>131,886.61</u> |
| 34 | 60' FC | 97151 | 26,750.83 |
| | 89'4" FC | 254686 | 22,121.13 |
| | 89'4" FC | 160039 | 26,183.64 |
| | 89'4" FC | 803025 | 22,424.54 |
| | 89'4" FC | 803018 | 22,424.54 |
| | 89'4" FC | 973241 | 24,766.33 |
| | 89'4" FC | 941837 | 6,811.00 |
| | | | <u>151,482.01</u> |
| TOTAL | | | <u>\$652,854.74</u> |

SCHEDULE C
TRUST GROUP 7, SUPPLEMENT XXVII
REPLACEMENT EQUIPMENT

| <u>Car Description</u> | <u>Quantity</u> | <u>Car Numbers (Incl.)</u> | <u>Unit Cost</u> | <u>Total Cost</u> |
|--|-----------------|----------------------------|------------------|-------------------|
| <u>Bethlehem Steel Corporation</u> | | | | |
| 89'4", 70-ton capacity hydraulic draft gear, flush deck all-purpose flatcars | 17 | 978757-978773 | \$38,403.22 | \$652,854.79 |

6737
RECORDATION NO. 6937-B Filed 1225
JUN 25 1985 - 10 25 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT XXXV
(Trust Group 7)

SUPPLEMENTAL AGREEMENT dated as of March 15, 1985 between
MANUFACTURERS HANOVER TRUST COMPANY, a New York corporation, as
Agent, (the "Agent"), and TRAILER TRAIN COMPANY, a Delaware cor-
poration, (the "Company")

WHEREAS, the Trustee and the Company have entered into the
Equipment Trust Agreements and supplements thereto described in
Schedule A attached hereto (hereinafter collectively called
"Trust Agreement"); and

WHEREAS in compliance with the Trust Agreements funds have
been deposited or will be deposited by the Company with the
Trustee for the equipment described in Schedule B attached hereto
and previously declared destroyed by the Company (said destroyed
equipment being hereinafter called "Destroyed Equipment"); and

WHEREAS, the Company has purchased the equipment described in
Schedule C attached hereto (hereinafter called "Replacement
Equipment") as provided in the Trust Agreements:

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and
transferred to the Company by the Trustee and is no longer sub-
ject to the terms and conditions of the Trust Agreements.

The Replacement Equipment is hereby subjected to the terms
and conditions of the Trust Agreements in compliance therewith.

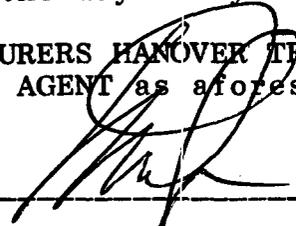
The Company will cause this Supplemental Agreement to be recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 (a).

This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the agent and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

MANUFACTURERS HANOVER TRUST
COMPANY, AGENT as aforesaid

By



ASST. VICE PRESIDENT

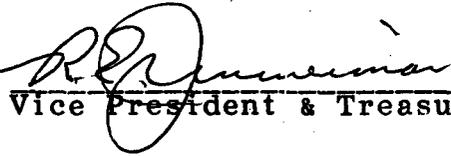
ATTEST:



Assistant Secretary

TRAILER TRAIN COMPANY

By



Vice President & Treasurer

ATTEST:



Secretary

SCHEDULE A

| <u>ORIGINAL RECORDATION</u> | | | | <u>SUPPLEMENTAL RECORDATIONS</u> | | |
|-----------------------------|--------------|--|-------------------------------|--|--|--|
| <u>SERIES</u> | <u>DATED</u> | <u>DATE OF ICC RECORDATION</u> | <u>RECORDATION NUMBER</u> | <u>DATED</u> | <u>DATE OF ICC RECORDATION</u> | <u>RECORDATION NUMBER</u> |
| 30 | 09/01/72 | 09/11/72 | 6737 | 01/26/75 12/01/77 12/01/79 | 03/06/75 12/09/77 12/06/79 | 6737-A 6737-B 6737-C |
| 31 | 02/01/73 | 02/27/73 | 6945 | 01/26/75 12/01/77 12/01/79 | 03/06/75 12/09/77 12/06/79 | 6945-A 6945-B 6945-C |
| 32 | 08/15/73 | 08/31/73 | 7144 | 10/01/73 01/26/75 12/01/77 12/01/79 | 10/10/73 03/06/75 12/09/77 12/06/79 | 7144-A 7144-B 7144-C 7144-D |
| 33 | 03/01/74 | 03/18/74 | 7431 | 01/26/75 12/01/77 10/25/77 12/01/79 | 03/06/75 12/09/77 02/13/78 12/06/79 | 7431-A 7431-B 7431-C 7431-E |
| 34 | 07/01/74 | 07/15/74 | 7570 | 09/15/74 09/15/74 01/26/75 12/01/77 10/25/77 12/01/79 | 10/21/74 11/29/74 03/06/75 12/09/77 02/14/78 12/06/79 | 7570-A 7570-B 7570-C 7570-D 7570-E 7570-A |
| 35 | 06/15/75 | 07/07/75 | 7982 | 12/01/79 | 12/06/79 | 7982-A |
| 36 | 12/01/75 | 12/16/75 | 8142 | 03/15/76 10/25/77 12/01/79 | 04/05/76 02/13/78 12/06/79 | 8142-A 8142-B 8142-D |
| 37 | 09/15/76 | 10/21/76 | 8528 | 11/01/76 12/01/79 | 11/24/76 12/06/79 | 8528-A 8528-A |

SCHEDULE B
TRUST GROUP #7
DESTROYED EQUIPMENT

| <u>Conditional Sale Agreement #</u> | <u>Car Type</u> | <u>Car Number</u> | <u>Car Value</u> |
|-------------------------------------|-----------------------------|---------------------|---------------------|
| Series 30 (9/1/72) | 89' FC | 963972 | \$ 21,668.31 |
| | 89' FC | 940716 | 22,110.78 |
| | 89' FC | 940751 | 22,797.90 |
| | 62' FC | 80841 | 33,840.58 |
| | | | <u>\$100,417.57</u> |
| Series 31 (2/1/73) | 89' FC | 158448 | \$ 29,293.21 |
| | 89' FC | 970981 | 34,496.56 |
| | 89' FC | 158407 | 30,421.29 |
| | 89' FC | 971130 | 32,360.45 |
| | 89' FC | 940848 | 24,594.95 |
| | 89' FC | 941227 | 26,201.20 |
| | | | <u>\$177,367.66</u> |
| Series 32 (8/15/73) #7144 | 89' FC | 158866 | \$ 16,065.04 |
| | 89' FC | 159071 | 28,513.65 |
| | 89' FC | 159138 | 26,105.53 |
| | 89' FC | 974187 | 27,515.63 |
| | 89' FC | 158766 | 30,101.92 |
| | 89' FC | 158850 | 30,725.99 |
| | 89' FC | 158663 | 30,475.04 |
| | 89' FC | 158722 | 31,643.39 |
| | 89' FC | 158957 | 29,037.50 |
| | 89' FC | 159044 | 29,346.39 |
| | 89' FC | 253814 | 28,759.00 |
| | 89' FC | 964684 | 28,103.48 |
| | 89' FC | 974268 | 36,650.43 |
| | 89' FC | 253855 | 31,257.49 |
| | 89' FC | 941306 | 27,901.91 |
| | 89' FC | 253796 | 28,394.19 |
| | 89' FC | 158597 | 27,839.72 |
| | 89' FC | 158954 | 31,358.62 |
| | 89' FC | 974299 | 25,081.96 |
| | 89' FC | 964803 | 27,471.48 |
| | 89' FC | 159158 | 29,328.64 |
| | 89' FC | 974260 | 25,889.73 |
| | 89' FC | 253786 | 29,785.73 |
| | 89' FC | 603690 | 29,471.77 |
| | | | <u>\$695,108.63</u> |
| Series 33 (3/1/74) | Hydraulic Draft Gear Refund | | \$ 14,889.14 |
| | 89' FC | 941679 | 27,445.33 |
| | 89' FC | 159637 | 27,568.54 |
| | 62' FC | 81219 | 31,438.40 |
| | 89' FC | 974462 | 33,129.99 |
| | 89' FC | 974462 | 33,129.99 |
| | 89' FC | 159468 | 34,087.48 |
| | 89' FC | 159600 | 32,372.74 |
| | 89' FC | 159503 | 30,195.88 |
| | | <u>\$231,127.50</u> | |

Conditional Sale Agreement #

Car Type

Car Number

Car Value

Series 34 (7/1/74)

17570

| Car Type | Car Number | Car Value |
|-----------------------------|------------|---------------------|
| Hydraulic Draft Gear Refund | | \$ 8,560.00 |
| 89' FC | 160073 | 25,285.20 |
| 89' FC | 973254 | 29,714.21 |
| 89' FC | 802951 | 24,993.47 |
| 89' FC | 803044 | 25,345.48 |
| 89' FC | 941784 | 23,297.07 |
| 89' FC | 975547 | 25,765.12 |
| 89' FC | 254709 | 31,070.35 |
| 89' FC | 160048 | 31,136.71 |
| 89' FC | 604149 | 29,977.71 |
| 89' FC | 974615 | 33,892.39 |
| 89' FC | 975594 | 33,342.08 |
| 89' FC | 802986 | 31,099.50 |
| 89' FC | 942046 | 29,979.23 |
| 89' FC | 974621 | 34,905.26 |
| 89' FC | 941823 | 28,648.32 |
| 89' FC | 941792 | 28,648.32 |
| 89' FC | 254664 | 32,056.94 |
| 89' FC | 975480 | 31,842.76 |
| 89' FC | 160012 | 30,573.03 |
| 89' FC | 975605 | 31,344.43 |
| 89' FC | 604001 | 24,410.04 |
| 89' FC | 974567 | 26,889.67 |
| 89' FC | 604021 | 24,923.34 |
| 89' FC | 254694 | 31,729.35 |
| | | <u>\$709,429.98</u> |

Series 35 (6/15/75)

| | | |
|--------|--------|---------------------|
| 89' FC | 965429 | \$ 34,511.94 |
| 48' FC | 97543 | 30,710.04 |
| | | <u>\$ 65,221.98</u> |

Series 36 (12/1/75)

| Car Type | Car Number | Car Value |
|-----------------------------|------------|---------------------|
| Hydraulic Draft Gear Refund | | \$ 2,511.72 |
| 89' FC | 256205 | 35,757.49 |
| 60' FC | 97726 | 41,235.87 |
| 89' FC | 973909 | 41,270.93 |
| 60' FC | 97845 | 41,018.37 |
| | | <u>\$161,794.38</u> |

Series 37 (9/15/76)

| | | |
|--------|--------|---------------------|
| 89' FC | 700193 | \$ 13,709.82* |
| 89' FC | 700025 | 36,838.00 |
| 89' FC | 700073 | 39,773.16 |
| 89' FC | 700124 | 27,188.57** |
| | | <u>\$117,509.55</u> |

\$2,257,977.25

* Partial 1979

** Partial

SCHEDULE C
TRUST GROUP 7, SUPPLEMENT XXXV
REPLACEMENT EQUIPMENT

| <u>Car Description</u> | <u>Quantity</u> | <u>Car Numbers</u> | <u>Unit Cost</u> | <u>Total Cost</u> |
|--|-----------------|----------------------------|------------------|-----------------------|
| <u>Itef Rail Corporation</u> | | | | |
| Five-Unit Articulated Flatcar | 18 | 60121 - 60138 Inclusive | \$123,997.59 | \$2,231,956.62 |
| <u>Pacific Car & Foundry Co.</u> | | | | |
| Single Platform Frontrunner Intermodal Flatcar | 1 | 140375 | \$ 26,020.63 | 26,020.63 |
| | — | | | |
| | 19 | | | <u>\$2,257,977.25</u> |

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 15th day of May, 1985 before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals 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.

Carole A. Tucci

Notary Public

My Commission Expires: MY COMMISSION EXPIRES OCTOBER 12, 1988

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

On this 31st day of May, 1985, before me personally
appeared W. B. DODGE to me personally known, who,
being by me duly sworn, says that he is ASST. VICE PRESIDENT

of Manufacturers Hanover Trust Company, that one
of the seals 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.



PETER FERRERI
Notary Public, State of New York
No. 41-6278425
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1986