

**TRAILER TRAIN
COMPANY**

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

RECEIVED

OCT 30 10 54 AM '78 October 26, 1978

I. C. C.
FEE OPERATION BR.

RECORDATION NO. 9441-B Filed 1425

8-333A072

No. 8-333A072
Date OCT 30 1978
Fee \$ 10.

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

OCT 30 1978 - 10 55 AM
INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Dear Sir:

Will you please record as provided in Section 20c of the Interstate Commerce Act, the Manufacturing Agreement Supplement No. 2, dated as of October 25, 1978, between Bethlehem Steel Corporation and Trailer Train Company. Five (5) counterpart originals of the Manufacturing Agreement Supplement No. 2, are enclosed with this letter of transmittal together with a check in the amount of \$10.00.

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:

Manufacturer: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

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

1116.4(c) - General description of the equipment:

Type	AAR		Units	Marked*	Numbered
	Mechanical Designation				
89'4", 70-ton capacity, flush deck, all purpose flatcar	FC		461	TTX	979790-980250

"All units will 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."

Paul Snyder

Mr. Robert L. Oswald
October 26, 1978
Page Two

- 1116.4(e) - Prior recordations relating to this Supplement No. 2 were made on June 13, 1978 at 9:30 a.m., recordation number 9441, and on September 12, 1978 at 9:30 a.m., recordation number 9441-A.
- 1116.4(f) - Five (5) counterpart originals of the Manufacturing Agreement Supplement No. 2, being recorded should be returned to the undersigned at the above address.

Very truly yours,



T. D. Marion
Assistant Treasurer

TDM:ph

Enclosures

OCT 30 1978 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2

dated as of October 25, 1978, between BETHLEHEM STEEL CORPORATION (hereinafter called the Manufacturer) and TRAILER TRAIN COMPANY (hereinafter called the Company).

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 13, 1978, at 9:30 a.m., recordation number 9441, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2 and 3 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

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

BETHLEHEM STEEL CORPORATION

(CORPORATE SEAL)

By R. K. Smith
Vice President

ATTEST:

R. J. Maslow
Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

By R. E. Juncos
Treasurer

ATTEST:

T. D. Marow
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF LEHIGH

SS:

On this 27th day of *October*, 1978, before me personally appeared *R. K. Smith*, to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL CORPORATION, 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.

Lucy B. Kyle
Notary Public

(NOTARIAL SEAL)
My Commission expires:

My Commission ~~EXPIRES~~
August 14, 1982
City of Bethlehem

STATE OF ILLIONIS
COUNTY OF COOK

SS:

On this 26th day of October, 1978, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the 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.

Margaret P. Golz
Notary Public

(NOTARIAL SEAL)
My Commission expires:

My Commission Expires July 7, 1982

Annex A
 BETHLEHEM STEEL CORPORATION
 (Manufacturer)
 TRAILER TRAIN COMPANY
 (Company)

Item 1:

<u>Type</u>	<u>Quantity</u>	<u>Company's Car Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification Contract Number</u>
89'4", 70-ton capacity, hydraulic draft gear all purpose flatcar	461	979790-980250	\$43,300	\$19,961,300	Oct./ Nov. '78	#68-43-052572 T-3078-B

Item 2: April 25, 1979

Item 3: April 25, 1979

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/30/78

T.D. Marion
Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

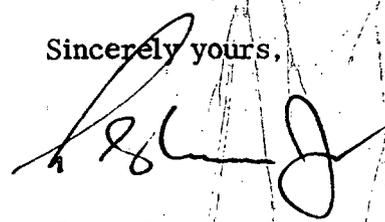
Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on _____ at _____, and assigned recordation number(s) **10/30/78** **10:55am**

9441-B

Sincerely yours,



H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)