

**TRAILER TRAIN
COMPANY**

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

R. E. ZIMMERMAN
TREASURER

RECORDATION NO. *94414* Filed 1425

AUG 21 1979 - 1 05 PM August 17, 1979

INTERSTATE COMMERCE COMMISSION

9-233A010

Date AUG 21 1979

Fee \$ 10.00

Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

Will you please record as provided in the Interstate Commerce Act, 49 U.S.C. § 11303 (a), the Manufacturing Agreement Supplement No. 5, dated as of August 20, 1979, between Bethlehem Steel Corporation and Trailer Train Company. Five (5) counterpart originals of the Manufacturing Agreement Supplement No. 5 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 Mechanical Designation	Units	Marked*	Numbered
89'4", 70-ton capacity, flush deck, all purpose flatcar	FC	150	TTX	980942-981091

FEE OPERATION BR.
I.C.C.

AUG 21 12 58 PM '79

RECEIVED

Handwritten signatures and initials on the left margin.

All units will have marked on each side thereof, the following legend:

"OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE INTERSTATE COMMERCE COMMISSION."

- 1116.4 (e) - Prior recordations relating to this Supplement No. 5, were made on June 13, 1978 at 9:30 AM, recordation number 9441, on September 12, 1978 at 9:30 AM, recordation number 9441-A, on October 30, 1978 at 10:55 AM, recordation number 9441-B, on December 5, 1978 at 11:00 AM, recordation number 9441-C, and on February 8, 1979 at 1:30 PM, recordation number 9441-D.
- 1116.4 (f) - Five (5) counterpart originals of the Manufacturing Agreement Supplement No. 5, being recorded should be returned to the undersigned at the above address.

Very truly yours,



T. D. Marion
Assistant Treasurer

TDM/ed

enclosures

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RECORDATION NO. 9441-B Filed 1425

AUG 21 1979 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 5

dated as of August 20, 1979, 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 AM, 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

ER Kline

Vice President

ATTEST:

R. J. Masten
Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

By

R. E. Zimmerman
Treasurer

ATTEST:

J. O. Marlow
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

SS:

COUNTY OF LEHIGH

On this 25th day of August, 1979, before me personally appeared E. R. Kline, 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.

Evelyn J. Weeks

Notary Public

My Commission Expires

City of Bethlehem

Lehigh County

(NOTARIAL SEAL)

My Commission Expires: October 13, 1982

STATE OF ILLINOIS

SS:

COUNTY OF COOK

On this 20th day of August, 1979, 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.

Alma Rose Krause
Notary Public

(NOTARIAL SEAL)

My Commission Expires: October 12, 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	150	980942-981091	\$45,100	\$6,765,000	Aug/ Sept. '79	#68-43-052572 T-3078-B

Item 2: February 20, 1980

Item 3: February 20, 1980