

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 dated
as of August 22, 1979, by and between CONTINENTAL
ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a
national banking association organized and existing
under the laws of the United States of America, as
Trustee (hereinafter called the Trustee) and TRAILER
TRAIN COMPANY, a Delaware corporation (hereinafter
called the Company).

10372-A

RECORDATION NO. Filed 1425
SEP - 7 1979 - 11 50 AM
INTERSTATE COMMERCE COMMISSION

WHEREAS the parties hereto have entered into an Equipment Trust Agreement dated as of May 15, 1979 (hereinafter called the Trust Agreement) providing for the sale, transfer and delivery to the Trustee of certain railroad equipment described in Schedule A thereto;

WHEREAS the Trust Agreement has been filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. § 11303 (a) on May 15, 1979, at 3:10 PM and assigned recordation number 10372;

WHEREAS Section 4.03 of the Trust Agreement provides that in the event the Company shall, as provided in Section 3.01 of the Trust Agreement, cause to be transferred to the Trustee other Equipment (as defined therein) in substitution for any of the Equipment therein specifically described, such other Equipment shall be included as part of the Trust Equipment (as defined therein) by supplement thereto to be executed by the Trustee and the Company and to be filed with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. § 11303 (a); and

WHEREAS the parties hereto desire to include certain substitute units of Equipment in Schedule A to the Trust Agreement, to be included in the trust created by the Trust Agreement;

NOW THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

(1) Schedule A is hereby supplemented and restated in its entirety as set forth in Exhibit 1 hereto, and

(2) The Company will promptly cause this Supplement No. 1 to be filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. § 11303 (a).

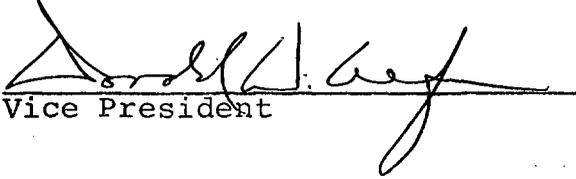
Except as supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Supplement No. 1 may refer to the "Equipment Trust Agreement dated as of May 15, 1979" without making specific reference to this Supplement No. 1, but nevertheless all such references shall be deemed to include this Supplement No. 1 unless the context shall otherwise require.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto 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 above written.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO
as Trustee

By


Vice President

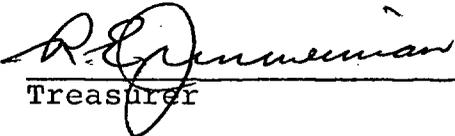
(CORPORATE SEAL)

Attest:


TRUST OFFICER

TRAILER TRAIN COMPANY

By


Treasurer

(CORPORATE SEAL)

Attest:


Assistant Secretary

SCHEDULE A

<u>Type</u>	<u>Mechanical Designation</u>	<u>Quantity</u>	<u>Company Car Numbers (all inclusive)</u>
<u>ACF Industries, Inc.</u>			
89'4", 70-ton capacity, hydraulic draft gear, flush deck, low level flatcar for autorack service.	FA	80	820800-820879
<u>Bethlehem Steel Corporation</u>			
89'4", 70-ton capacity, hydraulic draft gear, flush deck, all purpose flatcar.	FC	72 150	980461-980532 980942-981091
<u>Pullman Incorporated</u> (Pullman Standard Division)			
89'4", 70-ton capacity, hydraulic draft gear, flush deck, low level flatcar for autorack service.	FA	100	853521-853620
89'4", 70-ton capacity, hydraulic draft gear, flush deck, all purpose flatcar	FC	200 74	990200-990399 991000-991073
		<u>676</u>	