

**TRAILER TRAIN
COMPANY**

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

R. E. ZIMMERMAN
TREASURER

RECORDATION NO. 10372-B Filed 1425

October 11, 1979

OCT 15 1979 - 1 00 PM

No. 9-2831179

Date OCT 15 1979

Fee \$ 10.00

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Dear Mr. Oswald:

Enclosed for your recordation under the provisions of the Interstate Commerce Act, 49 U.S.C. § 11303, are five signed counterparts of an Equipment Trust Agreement Supplement No. 2 dated as of October 1, 1979, which supplements the Equipment Trust Agreement Series 41, dated as of May 15, 1979. The May 15, 1979 Agreement to which this Supplement relates was filed and recorded on May 15, 1979, at 3:10 PM and assigned recordation number 10372. A Supplement No. 1 dated August 22, 1979 was filed and recorded on September 7, 1979 at 11:50 AM and assigned recordation number 10372-A.

The general description of the railroad rolling stock covered by the enclosed Equipment Trust Agreement is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties to said Equipment Trust Agreement are as follows:

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

Trustee: Continental Illinois National Bank
and Trust Company of Chicago
30 North LaSalle Street
Chicago, Illinois 60693

The Undersigned is the Company named above and has knowledge of the matters set forth in the enclosed documents.

Please return four counterparts of the Equipment Trust Agreement Supplement No. 2 to the undersigned at the above address.

OCT 15 12 57 PM '79
FEE OPERATION CR.
I.C.C.

[Handwritten signature]
[Handwritten signature]

Interstate Commerce Commission
October 11, 1979
Page 2

Enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

TRAILER TRAIN COMPANY

By T. D. Maslow
Its Assistant Treasurer

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 73	990200-990399 991000-991021 991023-991073
		<u>675</u>	

OCT 15 1979 - 1 00 PM
INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 2
dated as of October, 1, 1979, by and between
CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST
COMPANY OF CHICAGO, a national banking associa-
tion organized and existing under the laws of the
United States of America, as Trustee (herein-
after called the Trustee) and TRAILER TRAIN
COMPANY, a Delaware corporation (hereinafter
called the Company).

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 P.M. and assigned recordation number 10372;

WHEREAS, the Trust Agreement has been supplemented
by Equipment Trust Agreement Supplement No. 1 dated as of
August 22, 1979, and has been filed and recorded with the
Interstate Commerce Commission pursuant to the requirements
of 49 U.S.C. § 11303 (a) on September 7, 1979, at 11:50 A.M.
and assigned recordation number 10372-A;

WHEREAS, Section 3.01 of the Trust Agreement provides
that if the Cost of the Equipment described in Schedule A
thereto to be sold, assigned and transferred to the Trustee
shall equal or exceed 125% of the aggregate principal amount
of the Trust Certificates issued pursuant to Section 2.01 of
the Trust Agreement, then, upon Request, the Trustee shall
execute and deliver to the company a supplement to the Trust
Agreement excluding any such Equipment; and

WHEREAS, the parties hereto desire to exclude one
unit of Equipment from Schedule A to the Trust Agreement
because the aggregate Cost of the Equipment described in
Schedule A would otherwise exceed 125% of the aggregate princi-
pal amount of the Trust Certificates issued;

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. 2 may refer to the "Equipment Trust Agreement dated as of May 15, 1979" without making specific reference to this Supplement No. 2, but nevertheless all such references shall be deemed to include this Supplement No. 2 unless the context shall otherwise require.

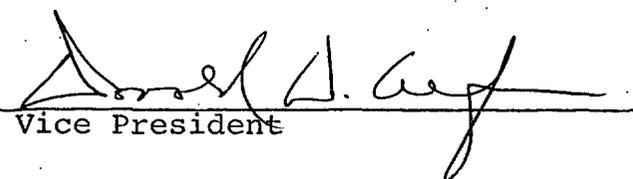
IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO
as Trustee

(Corporate Seal)

Attest:

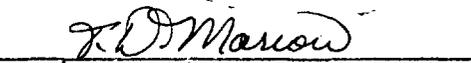

Trust Officer

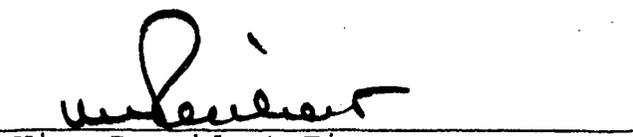
By 
Vice President

TRAILER TRAIN COMPANY

(Corporate Seal)

Attest:


Assistant Secretary

By 
Vice President-Finance

STATE OF ILLINOIS))
) SS.
COUNTY OF COOK)

On this 9th day of October, 1979, before me personally appeared DONALD W. ALEVIN, to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, 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.

(Notarial Seal)

Hazel Ivaz
Notary Public

My Commission Expires: December 6, 1981

STATE OF ILLINOIS))
) SS.
COUNTY OF COOK)

On this 4th day of October, 1979, before me personally appeared N. V. Reichert, to me personally known, who, being by me duly sworn, says that he is the Vice President-Finance 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.

(Notarial Seal)

Deborah Krause
Notary Public

My Commission Expires:

October 12, 1982

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
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		<u>675</u>	

Interstate Commerce Commission
Washington, D.C. 20423

10/15/79

OFFICE OF THE SECRETARY

R.E.Zimmerman
Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/15/79 at 1:00pm , and assigned re-
recording number(s) . 10372-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)