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RECORDATION NO. \_\_\_\_\_ Filed & Recorded

FEB 20 1973 - 1 50 PM

SUPPLEMENTAL AGREEMENT INTERSTATE COMMERCE COMMISSION

DATED AS OF FEBRUARY 8, 1973

AMENDING

RAILROAD EQUIPMENT LEASE

DATED AS OF JANUARY 30, 1973

BETWEEN

BETHLEHEM STEEL CORPORATION,  
Lessor

AND

TRAILER TRAIN COMPANY,  
Lessee

RECEIVED  
FEB 20 1 45 PM '73  
I.C.C.  
FEE OPERATION BR.

THIS SUPPLEMENTAL AGREEMENT dated February 8, 1973 between Bethlehem Steel Corporation, a corporation organized under the laws of the State of Delaware (hereinafter sometimes called the "Lessor"), and TRAILER TRAIN COMPANY, a corporation organized under the laws of the State of Delaware, with an office at 300 South Wacker Drive, Chicago, Illinois 60606 (hereinafter sometimes called the "Lessee"):

WITNESSETH:

WHEREAS, by Railroad Equipment Lease dated January 30, 1973 (hereinafter called the "Lease"), Lessor leased to Lessee the railroad flat cars therein set forth;

WHEREAS, the Lessee has requested the Lessor to supplement the Lease to include thereunder additional railroad flat cars;

NOW, THEREFORE, the parties hereto in consideration of the premises, and each intending to be legally bound hereby, do hereby agree as follows:

1. The Lease is hereby supplemented by the inclusion of the following railroad flat cars under its terms and conditions:

(27) 89'4" Standard Flat Cars, with components, to be numbered 158404 to 158430 both inclusive, shall be purchased at \$20,350.00 each.

2. The Lease, as supplemented by this Agreement, shall continue in full force and effect.

3. Lessee, ~~will~~ at its expense, upon execution and delivery of this

Agreement, caused the same to be duly filed and recorded with Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act, as amended and wherever else required in order to publish notice of and to protect the title of Lessor to the Cars.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their behalf and sealed with their respective seals as of the date first above written.

Attest:

BETHLEHEM STEEL CORPORATION

G. L. Frankenfeld  
ASSISTANT SECRETARY

BY Traver C. Linn  
VICE PRESIDENT

SEAL

Attest:

TRAILER TRAIN COMPANY

W. J. Miller  
Secretary

BY R. E. Zimmerman  
Assistant Treasurer

SEAL

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF LEHIGH )

SS:

On this 16<sup>th</sup> day of February, 1973 before me personally appeared FRANCIS VAN NUYS, to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of Bethelhem Steel Corporation, that the seal 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 S. Weeks

My Commission Expires  
City of Bethlehem  
Lehigh County  
October 13, 1974



**CERTIFICATE OF ACCEPTANCE  
UNDER RAILROAD EQUIPMENT LEASE**

**TO: BETHLEHEM STEEL CORPORATION**

I, a duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Lessee"), for the purpose of the Railroad Equipment Lease dated January 30, 1973 amended February 8, 1973, between you, as Manufacturer and the Lessee, do hereby certify that I have inspected, received, approved and accepted delivery on behalf of the Lessee under said Railroad Equipment Lease of the following units of railroad equipment:

Type of Cars:

Place Accepted:

Dated Accepted:

Number of Units:

Numbered:

I do further certify that the foregoing cars are in good order and condition and conform to the specifications applicable thereto, and to all applicable Interstate Commerce Commission requirements, and specifications and to all standards of the Association of American Railroads. The execution of this certificate will in no way relieve the Manufacturer of its duty or decrease its responsibility (1) to produce and deliver the railroad equipment indicated above in accordance with the terms of the purchase agreement and (2) in respect to its warranty in the Lease of Railroad Equipment, be of good workmanship constructed with quality materials, and be free of defects.

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**Inspector and Authorized  
Representative of  
TRAILER TRAIN COMPANY**

SPECIAL CERTIFICATE

TO: TRAILER TRAIN COMPANY

I, a duly appointed inspector and authorized representative of Trailer Train Company, (hereinafter called the "Company"), do hereby certify that I have inspected the following described flat cars at the time and place of their acceptance on behalf of the Company under the terms of the Railroad Equipment Lease dated January 30, 1973 amended February 8, 1973 between BETHLEHEM STEEL CORPORATION and the Company:

Type of Cars:

Number of Units:

Place Accepted:

Date Accepted:

Numbered:

I do further certify that there was plainly, distinctly, permanently and conspicuously marked by stencilling on each side of each unit at the time of its acceptance, in letters not less than one inch in height, the following legend:

"Owned by a Bank or Trust Company Under a Security Agreement Filed Under the Interstate Commerce Act, Section 20c"

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Inspector and Authorized  
Representative of  
TRAILER TRAIN COMPANY