

**TRAILER TRAIN
COMPANY**

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

9-348AC57.

Date **DEC 14 1979**

Fee \$ 10.00

ICC Washington, D. C.

December 12, 1979

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 9713-B Filed 1425

DEC 14 1979-1 20 PM

Dear Sirs:

INTERSTATE COMMERCE COMMISSION BY

Will you please record, pursuant to 49 U.S.C. § 11303(a), by cross-reference to the Supplemental Agreement dated as of December 1, 1979 between the Harris Trust and Savings Bank and Trailer Train Company, which is submitted for recordation. Five counterpart originals thereof are enclosed with this letter of transmittal, together with 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:

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

Trustee: Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

1116.4(c) - General description of the equipment:

Type	AAR		Units	Marked*	Numbered
	Mechanical Designation				
89'4" all purpose flat-cars	FC		5	TTX	974856-974860

*Each unit will have marked on each side thereof the following legend:

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

1116.4(d) - Prior recording by the Interstate Commerce Commission of the Equipment Trust Agreement is as follows:

Conducted by E. Konompay

December 12, 1979

<u>Recordation Number</u>	<u>Recordation Date</u>
9713	September 25, 1978
9713-A	October 26, 1978

1116.4(f) - Four counterpart originals of the documents being recorded should be returned to the undersigned at the above address.

Very truly yours,



T. D. Marion
Assistant Treasurer

TDM/sgs
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/14/79

OFFICE OF THE SECRETARY

T.D. Marion
Trailer Train Company
300 South Wacker Drive
New York, N.Y. 10005

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 _____ at _____, and assigned re-
recording number(s).
12/14/79 1:20pm

9713-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SUPPLEMENTAL AGREEMENT dated as of December 1, 1979,
between HARRIS TRUST AND SAVINGS BANK, a corporation duly
organized and existing under the laws of the State of
Illinois, as Trustee (hereinafter called the "Trustee"),
and TRAILER TRAIN COMPANY, a corporation duly organized
and existing under the laws of the State of Delaware
(hereinafter called the "Company").

RECORDATION NO. 9773-B
Filed 1425

DEC 14 1979 - I 2:20 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, the Trustee and the Company have entered into an
Equipment Trust Agreement dated as of September 15, 1978, which
was recorded with the Interstate Commerce Commission on September 25,
1978, pursuant to Section 20c of the Interstate Commerce Act,
providing for the financing of certain equipment as set forth
therein;

WHEREAS, the Trustee and the Company have entered into a
Supplemental Agreement dated as of October 23, 1978, whereby the
Equipment Trust Agreement was amended and supplemented (said
Equipment Trust Agreement, as amended and supplemented, hereinafter
called the "Trust Agreement") which was recorded with the Interstate
Commerce Commission on October 26, 1978 pursuant to Section 20c of
the Interstate Commerce Act;

WHEREAS, in compliance with Section 4.08 of the Trust Agreement,
funds were deposited by the Company with the Trustee for the
equipment described in Schedule A attached hereto previously
declared destroyed by the Company (said destroyed equipment
hereinafter called "Destroyed Equipment"); and

WHEREAS, the Company desires to have the funds so deposited
used to purchase the equipment described in Schedule B attached

hereto (hereinafter called "Substituted Equipment") as provided in Section 4.06 of the Trust Agreement.

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and transferred to the Company by the Trustee and is no longer subject to the terms and conditions of the Trust Agreement.

The Substituted Equipment is hereby subject to the terms and conditions of the Trust Agreement in compliance with Section 4.03 thereof.

Except as herein amended, the Trust Agreement remains in full force and effect.

The Company will cause this Supplemental Agreement to be recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303(a).

This Supplemental Agreement will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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

HARRIS TRUST AND SAVINGS BANK

ATTEST: C. Potts
ASSISTANT SECRETARY

By R. E. Mason
VICE PRESIDENT

TRAILER TRAIN COMPANY

ATTEST: J. D. Marlow
Assistant Secretary

By R. E. Mason
Treasurer

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss:

On this 11TH day of December, 1979, before me personally appeared R. G. MASON to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Harris Trust and Savings Bank, 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.

Carol Marie Mawzy

MY COMMISSION EXPIRES
FEBRUARY 20, 1983

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss:

On this 7th day of December, 1979 before me personally appeared R. E. Zimmerman, to be personally known, who being by me duly sworn, says that he is 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.

Alvorne Krause
Notary Public

My Commission Expires: *October 12, 1982*

SCHEDULE A
HARRIS TRUST AND SAVINGS BANK
DESTROYED EQUIPMENT

<u>Car Type</u>	<u>Car Number</u>	<u>Car Value</u>	
89'4" flatcar	979049 ✓	\$ 42,975.25	
89'4" "	979053 ✓	42,975.25	
89'4" "	853160 ✓	34,815.20	
89'4" "	853252 ✓	34,810.36	
89'4" "	853230 ✓	34,543.27	
89'4" "	852855 ✓	32,692.32	(Partial)
		<u>\$222,811.65</u>	

SCHEDULE B
HARRIS TRUST AND SAVINGS BANK
REPLACEMENT EQUIPMENT

<u>Car Description</u>	<u>Quantity</u>	<u>Car Numbers (Incl.)</u>	<u>Unit Cost</u>	<u>Total Cost</u>
<u>ACF Industries, Inc.</u>				
89'4", 70-ton capacity hydraulic draft gear, flush deck all-purpose flatcars	5	974856-974860	\$44,562.33	\$222,811.65