

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60
(312) 786-1

February 8, 1978

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 7431-C Filed & Recorded
FEB 13 1978 -2 45 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
FEB 13 2 44 PM '78
CERTIFICATION UNIT

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the enclosed Statement of New Numbers dated as of October 25, 1977, which relates to the Equipment Trust Agreement, Series 33, dated as of March 1, 1974, between Manufacturers Hanover Trust Company and Trailer Train Company. Five (5) counterpart originals of these documents are enclosed with this letter of transmittal together with a check in the amount of \$10.

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:

Trustee:	Manufacturers Hanover Trust Company 40 Wall Street New York, New York 10015
Company:	Trailer Train Company 300 South Wacker Drive Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

<u>Type</u>	AAR <u>Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
89'4", all- purpose flatcars	FC	17	TTX	975318, 975319 975335, 975336 975338, 975348 975352, 975359 975367, 975370 975403, 975399 975387, 975386 975394, 975420 975435

8-044A147
FEB 13 1978
10

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

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

1116.4(e) - Prior recordations relating to these documents being filed have been made on March 18, 1974, recordation number 7431, on January 26, 1975, recordation number 7431-A, and on December 9, 1977, recordation number 7431-B.

1116.4(f) - Four (4) counterpart originals of the Statement of New Numbers being recorded should be returned to the undersigned at the above address.

Very truly yours,



T. D. Marion
Manager, Equipment Financing

nh
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/14/78

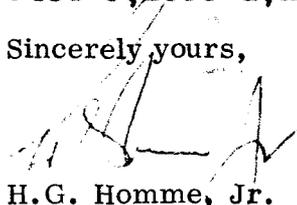
OFFICE OF THE SECRETARY

T.D. Marion
Trailer Train Company
Chicago, Illinois 60606

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **2/13/78** at **2:45**, and assigned recordation number(s) **7431-C, 2593-G, & 8142-B**

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

RECORDATION NO. 7431-C Filed & Recorded
FEB 13 1978 - 2 42 PM
INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS
DATED AS OF OCTOBER 25, 1977

EQUIPMENT TRUST AGREEMENT, SERIES 33
DATED AS OF MARCH 1, 1974

BY AND BETWEEN
MANUFACTURERS HANOVER TRUST COMPANY
AND
TRAILER TRAIN COMPANY

STATEMENT OF NEW NUMBERS, dated as of October 25, 1977, relating to certain railroad equipment (herein the "Trust Equipment") leased pursuant to an Equipment Trust Agreement dated as of March 1, 1974 (herein the "Trust Agreement"), by and between Manufacturers Hanover Trust Company, a New York corporation, as Trustee (herein the "Trustee") and Trailer Train Company, a Delaware corporation (herein the "Company").

WHEREAS the Trustee and the Company have entered into the Trust Agreement and certain Supplemental or Amendment Agreements, previously filed and recorded as shown in Schedule A attached hereto; and

WHEREAS Section 5.10 of the Trust Agreement provides that the Company shall not change, or permit to be changed, the identifying numbers of any of the units of the Trust Equipment except in accordance with a statement of new numbers to be substituted therefor which previously shall have been filed with the Trustee by the Company and which shall be filed and recorded by the Company with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act; and

WHEREAS the Company desires to cause to be removed the identifying numbers of certain units of the Trust Equipment and substitute new identifying numbers in their place;

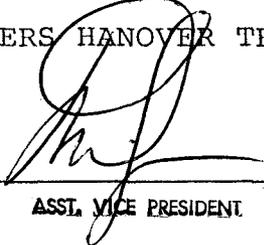
NOW THEREFORE, THIS STATEMENT WITNESSETH:

The identifying numbers of the units of Trust Equipment set forth below are hereby changed as follows:

ACKNOWLEDGMENT

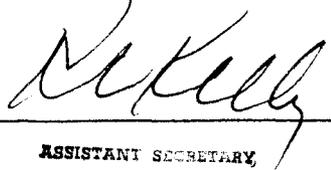
MANUFACTURERS HANOVER TRUST COMPANY, Trustee, does hereby acknowledge that the foregoing Statement of New Numbers is duly filed in accordance with Section 5.10 of the Equipment Trust Agreement dated as of March 1, 1974, by and between Manufacturers Hanover Trust Company, Trustee, and Trailer Train Company.

MANUFACTURERS HANOVER TRUST COMPANY



ASST. VICE PRESIDENT

ATTEST:



ASSISTANT SECRETARY

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 23rd day of November, 1977 before me personally appeared W. B. DODGE to me personally known, who, being by me duly sworn, says that he is ~~ASST. VICE PRESIDENT~~ of Manufacturers Hanover Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and 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.


Notary Public

MARY LEONARDI
Notary Public, State of New York
No. 40-745520
Qualified in Putnam County
Certificate filed in New York County
Commission Expires March 30, 1978

SCHEDULE A

<u>Agreement</u>	<u>Date</u>	<u>Recordation Number</u>	<u>Date Rec</u>
Equipment Trust Agreement, Series 33	March 1, 1974	7431	March 18
Supplemental Agreement	January 26, 1975	7431-A	March 6,