

EXECUTED IN 10 COUNTERPARTS
COUNTERPART NO. 2

PULLMAN TRANSPORT LEASING COMPANY
EQUIPMENT TRUST

Series 5

7454-A
RECORDATION NO. _____ Filed & Recorded

MAY 10 1974 - 2 50 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT NO. 1

Dated as of April 4, 1974

TO

EQUIPMENT TRUST AGREEMENT

Dated as of April 1, 1974

BY AND BETWEEN

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION),

Trustee

AND

PULLMAN TRANSPORT LEASING COMPANY

SUPPLEMENTAL AGREEMENT NO. 1 (the "Supplement") dated as of April 4, 1974, to EQUIPMENT TRUST AGREEMENT (the "Agreement") dated as of April 1, 1974, by and between THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), a national banking association incorporated and existing under the laws of the United States, as Trustee (the "Trustee"), and PULLMAN TRANSPORT LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WHEREAS, Section 12.01 of the Agreement authorizes the Company and the Trustee to enter into this Supplemental Agreement,

NOW THEREFORE, it is hereby agreed that Schedule A to the Agreement is hereby amended to delete therefrom the Equipment described below:

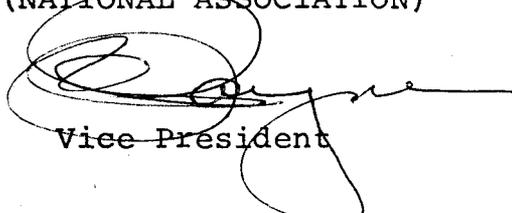
<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
3	26,000 gal. non-insulated tank car	PTLX 126000-126002

Except as amended herein, the Agreement will continue in full force and effect.

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

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION)

BY


Vice President

[Corporate Seal]

Attest:

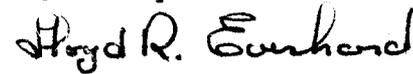

Assistant Secretary.

PULLMAN TRANSPORT LEASING COMPANY

BY


President

[Corporate Seal]


Secretary.

STATE OF ILLINOIS,)
COUNTY OF C O O K,) SS.:

On this 3rd day of April, 1974, before me personally came J.A. Payne, to me known, who, being by me duly sworn, says that he resides at Cold Spring, New York 10516, that he is a VICE PRESIDENT of THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority.

Donald G. Bowie
Notary Public

My Commission Expires

DONALD G. BOWIE
NOTARY PUBLIC, State of New York
No. 24-4504477
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1975

[Notarial Seal]

STATE OF ILLINOIS,)
COUNTY OF C O O K,) SS.:

On this 2nd day of APRIL, 1974, before me personally came Arthur L. Berry, to me known, who, being by me duly sworn, says that he resides at 1639 Central Ave., Wilmette, Ill., that he is the President of PULLMAN TRANSPORT LEASING COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Elizabeth Cameron
Notary Public

My Commission Expires

May 1 - 1975

[Notarial Seal]