

7144-a

AMENDMENT AGREEMENT dated as of October 1,

1973, between MANUFACTURERS HANOVER TRUST COMPANY, a New York corporation (hereinafter called the Trustee), and TRAILER TRAIN COMPANY, a Delaware corporation (hereinafter called the Company).

REGISTRATION NO. _____ FILED & RECORDED
OCT 10 1973 - 10 35 AM
INTERSTATE COMMERCE COMMISSION

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of August 15, 1973 (hereinafter called the Equipment Trust Agreement), filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 31, 1973, and assigned recordation number 7144; and

WHEREAS the parties hereto desire to amend the Equipment Trust Agreement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

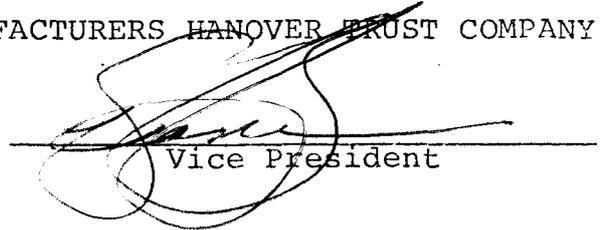
1. Schedule I to the Equipment Trust Agreement is hereby amended so as to read in its entirety as set forth in Schedule I hereto.
2. Except as amended hereby, the Equipment Trust Agreement shall remain in full force and effect.
3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce

Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto 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.

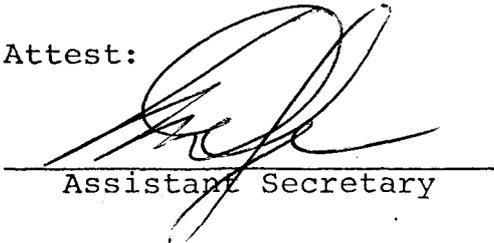
MANUFACTURERS HANOVER TRUST COMPANY,

by


Vice President

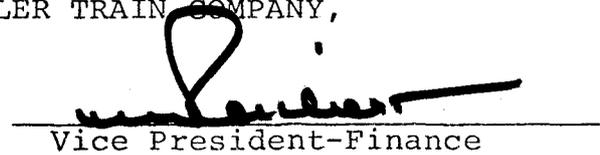
[Corporate Seal]

Attest:


Assistant Secretary

TRAILER TRAIN COMPANY,

by


Vice President-Finance

[Corporate Seal]

Attest:


Assistant Secretary

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this *1st* day of *October* 1973, 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.

Stendy L. Janisch

Notary Public

[NOTARIAL SEAL]

My Commission expires: *2 - 17 - 75*

SCHEDULE I

<u>Description</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>
<i>ACF Industries, Inc.</i>		
89'4" 70-ton capacity, standard level flat cars equipped with hitches	100	603646 to 603745
89'4" 70-ton capacity, standard level all purpose flat cars	150	974175 to 974324
<i>Bethlehem Steel Corporation</i>		
89'4" 70-ton capacity, standard level flat cars equipped with hitches	95	158459 to 158553
	150	158554 to 158703
	100	158706 to 158805
	100	158806 to 158905
	100	158906 to 159005
	80	159006 to 159085
	100	159086 to 159185
89'4" 70-ton capacity, standard level all purpose flat cars	100	971290 to 971389
89'4" 70-ton capacity, standard con- tainer flat cars	100	977080 to 977179
89'4" 70-ton capacity, standard level frame flat cars	78	964761 to 964838
	5	964861 to 964865
89'4" 70-ton capacity, standard level auto rack flat cars	50	964663 to 964712
	16	964733 to 964748
	22	964839 to 964860
	4	964866 to 964869
89'4" 70-ton capacity, standard saddle back flat cars	20	964713 to 964732
<i>Pullman Incorporated</i> <i>(Pullman-Standard division)</i>		
89'4" 70-ton capacity, standard level flat cars equipped with hitches	100	253784 to 253883
89'4" 70-ton capacity, standard level auto rack flat cars	88	941244 to 941331
89'4" 70-ton capacity, standard level frame flat cars	12	941332 to 941343