

**TRAILER TRAIN
COMPANY**

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

6-3292041
NOV 24 1976
FEE \$ 10-

ICC Washington, D. C

RECEIVED
NOV 24 12 01 PM '76
I.C.C.
FEE OPERATION BR.

November 16, 1976

RECORDATION NO. 8528-A Filed & Recorded

NOV 24 1976 - 12 01 PM

INTERSTATE COMMERCE COMMISSION

Rec'd 8528

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

Dear Sir:

Will you please record as provided in Section 20c of the Interstate Commere Act, the Amendment Agreement, dated as of November 1, 1976, by and between Trailer Train Company and Manufacturers Hanover Trust Company. This Amendment Agreement amends the Equipment Trust Agreeement dated as of September 15, 1976 by and between the same parties. Six counterpart originals of the Amendment Agreement are enclosed with this letter of transmittal together with a 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:

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:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
89'4", 70-ton capacity, hydraulic draft gear, low level flat cars for auto rack service	FC	200	TTX	700000 - 700199

*Completed
Clyde*

Mr. Robert Oswald
Page two
November 16, 1976

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

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

1116.4(e) - Prior recordation relating to this Amendment Agreement has been made on October 21, 1976, at 2:55 p.m., recordation number 8528.

1116.4(f) - Four (4) counterpart originals of the Amendment Agreement being recorded should be returned to Cravath, Swaine & Moore, One Chase Manhattan Plaza, New York New York, 10005.

Sincerely,



R. E. Zimmerman
Assistant Treasurer

/cg
Enclosures:

Interstate Commerce Commission
Washington, D.C. 20423

11/24/76

OFFICE OF THE SECRETARY

R.E. Zimmerman
Assistant Treasurer
Trailer Train Co.
300 South Wacker Drive
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 11/24/76 at 12:05pm, and assigned recordation number(s) 8528-A

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

RECORDATION NO. 8528-A Filed & Recorded

NOV 24 1976 12 03 PM

~~INTERSTATE COMMERCE COMMISSION~~

AMENDMENT AGREEMENT, dated as of November 1, 1976, by and between TRAILER TRAIN COMPANY (hereinafter called the Company) and MANUFACTURERS HANOVER TRUST COMPANY (hereinafter called the Trustee).

WHEREAS the Company and the Trustee have entered into an Equipment Trust Agreement dated as of September 15, 1976 (hereinafter called the Equipment Trust Agreement);

WHEREAS the Equipment Trust Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on October 21, 1976, at 2:55 p.m., and was assigned recordation number 8528; and

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

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

1. Section 4.04 of the Equipment Trust Agreement is hereby amended to (a) substitute the date December 15, 1976, for the date November 15, 1976, in the third paragraph thereof and (b) substitute the date December 30, 1976, for the date November 30, 1976, in the first and sixth lines

of the fourth paragraph thereof.

2. Article 10 of the Equipment Trust Agreement is hereby amended to substitute the date December 30, 1976, for the date November 30, 1976, in all instances in which the latter date appears in such Article 10.

3. Except as hereby amended, the Equipment Trust Agreement shall remain in full force and effect.

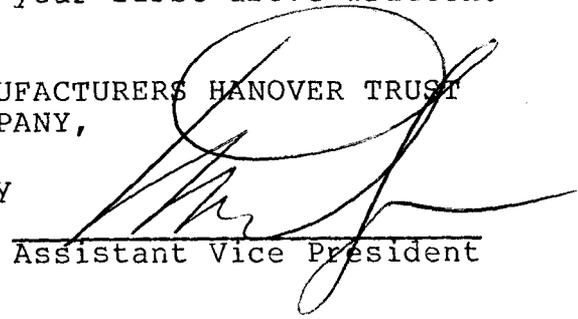
4. The Company will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Section 7.05 of the Equipment Trust Agreement.

5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

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


Assistant Vice President

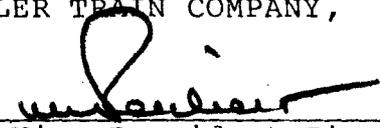
[Corporate Seal]

Attest:


Assistant Secretary

TRAILER TRAIN COMPANY,

by



Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:



Assistant Secretary

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

On this ^{16th} day of November 1976, before me personally appeared N. V. REICHERT, to me personally known, who being by me duly sworn, says that he is Vice President-Finance and 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.



Notary Public

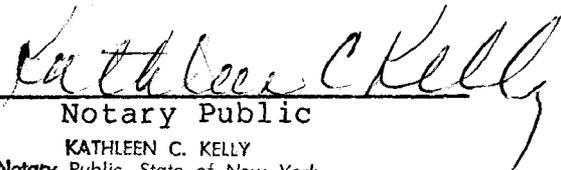
[Notarial Seal]

My Commission Expires

My Commission Expires May 17, 1980

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 2nd day of November 1976, before me personally appeared W. B. DODGE, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President of MANUFACTURERS HANOVER TRUST 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.



Notary Public

KATHLEEN C. KELLY
Notary Public, State of New York
No. 30-7218885
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1978

[Notarial Seal]
My Commission Expires