

**TRAILER TRAIN
COMPANY**

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

7 112A043

April 20, 1977

APR 22 1977
10

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

RECORDATION NO. *8628-A* Filed & Recorded

APR 22 1977 - 10 55 AM

Dear Sir:

INTERSTATE COMMERCE COMMISSION

Will you please record as provided in Section 20c of the Interstate Commerce Act, the Manufacturing Agreement, Supplement No. 1, dated as of April 25, 1977, which supplements the Manufacturing Agreement dated as of December 15, 1976, between Bethlehem Steel Corporation and Trailer Train Company. Eight counterpart originals of the Supplement 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:

Manufacturer: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

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

RECEIVED
APR 22 10 51 AM '77
I.C.C. OPERATION BR.

1116.4(c) - General description of the equipment:

Type	AAR	Units	Marked*	Numbered
	Mechanical Designation			
89'4", 70-ton capacity, hydraulic draft gear, low-level flat cars for auto rack service	FC	200	TTX	700475-700674

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

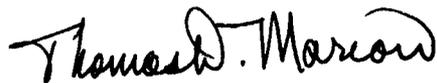
Paul Snyder
Comptroller

Mr. Robert L. Oswald
Page two
April 20, 1977

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

- 1116.4(e) - Prior recordation of the Manufacturing Agreement relating to this Supplement has been made on December 22, 1976, at 9:50 a.m., recordation number 8628.
- 1116.4(f) - Six (6) counterpart originals of the Manufacturing Agreement being recorded should be returned to Kunkel Transportation Services, Incorporated.

Very truly yours,



Thomas D. Marion
Manager, Equipment Financing

/cg
Enclosures:

Interstate Commerce Commission
Washington, D.C. 20423

4/22/77

OFFICE OF THE SECRETARY

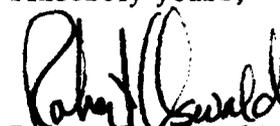
Thomas D. Marion
Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

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 **4/22/77** at **10:55am** and assigned recordation number(s) **8628-A**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

RECORDATION NO. 8628-A Filed & Recorded

APR 22 1977 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1

dated as of April 25, 1977, between BETHLEHEM STEEL CORPORATION (hereinafter called the Manufacturer) and TRAILER TRAIN COMPANY (hereinafter called the Company).

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 15, 1976, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 22, 1976, at 9:50 a.m., recordation number 8628, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2 and 3 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

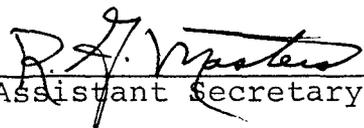
IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first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

BETHLEHEM STEEL CORPORATION

(CORPORATE SEAL)

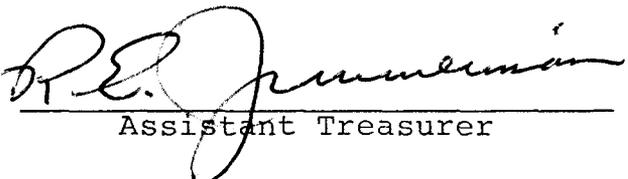
By 
Vice President

ATTEST:

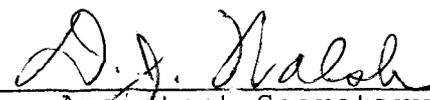

Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

By 
Assistant Treasurer

ATTEST:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF LEHIGH) SS.:

On this *20th* day of *April*, 1977, before me personally appeared *Francis Van Nuff*, to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL CORPORATION, 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.

Larry B. Kyle

Notary Public

(NOTARIAL SEAL)

My Commission expires: My Commission Expires
August 14, 1978
City of Bethlehem
Lehigh County

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this *18th* day of *April*, 1977, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Assistant 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.

J. Ann Frank

Notary Public

(NOTARIAL SEAL)

My Commission expires:

My Commission Expires May 17, 1980

ANNEX A

BETHLEHEM STEEL CORPORATION
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

ITEM 1:

<u>Type</u>	<u>Quantity</u>	<u>Company's Car Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification (Contract) Number</u>
89'4", 70-ton capacity, low level hydraulic draft gear flat car for auto rack service	170	700475-700644	\$ 32,000	\$ 5,440,000	Apr-May, '77	T-5076-B
	30	700645-700674	32,950	988,500	May, '77	T-1077-B

ITEM 2: October 25, 1977

ITEM 3: October 25, 1977