

**TRAILER TRAIN  
COMPANY**

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

RECORDATION NO. *8628.e* Filed & Recorded

JUL 7 1977 - II 10 AM

INTERSTATE COMMERCE COMMISSION

June 30, 1977

*7-188A019*  
*III 7 1977*  
*10*  
CC Washington, D. C.

RECEIVED  
JUL 7 11 05 AM '77  
FEE OPERATION DEPT.  
I.C.C. DIVISION

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 Commerce Act, the Manufacturing Agreement, Supplement No. 3, dated as of July 1, 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:

Manufacturers: Bethlehem Steel Corporation  
Bethlehem, Pennsylvania 18016

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, flush deck all-purpose flatcar	FC	358	TTX	978290-978647

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

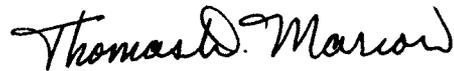
*Benjamin M. Oswald*

Mr. Robert L. Oswald  
June 30, 1977  
Page Two

"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 this Supplement have been made on December 22, 1976, at 9:50 a.m., recordation number 8628; on April 22, 1977, at 10:55 a.m., recordation number 8628-A; and on June 28, 1977, at 11:25 a.m., recordation number 8628-B.
- 1116.4(f) - Six (6) counterpart originals of the Manufacturing Agreement Supplement being recorded should be returned to Bethlehem Steel Corporation.

Very truly yours,



Thomas D. Marion  
Manager, Equipment Financing

TDM:nh  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

July 7, 1977

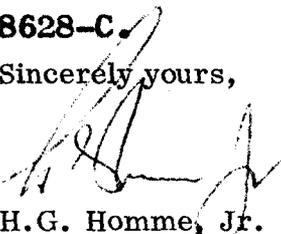
Thomas D. Marion  
Trailer Train Company  
300 South Wacker Drive  
Chicago, IL 60606

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 **7/7/77** at **11:10 AM** and assigned recordation number(s)

**8628-C.**

Sincerely yours,

  
H.G. Homme, Jr.  
Acting Secretary

Enclosure(s)

SE-30-T  
(6/77)

RECORDATION NO. 8628-c Filed & Recorded

JUL 7 1977-11 10 AM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 3

dated as of July 1, 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 A. M. Reed  
Vice President

ATTEST:

R. H. Masters  
Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

By [Signature]  
Vice President - Finance  
and Treasurer

ATTEST:

R. E. [Signature]  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF LEHIGH

SS.:

On this 6<sup>th</sup> day of July, 1977, before me personally appeared A. M. Reed, 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.

*Esther H. Yary*  
Notary Public

(NOTARIAL SEAL)

My Commission Expires  
July 17, 1978  
City of Bethlehem  
Lehigh County

My Commission expires:

STATE OF ILLINOIS )  
COUNTY OF COOK

SS.:

On this 1<sup>st</sup> day of July, 1977, 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 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.

*Cyndie A. Wilhelm*  
Notary Public

(NOTARIAL SEAL)

My Commission expires:

My Commission Expires May 22nd, 1981

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, hydraulic draft gear, flush deck all-purpose flatcar	358	978290-978647	\$38,125	\$13,648,750	July-Aug. 1977	T-2077-B

ITEM 2: January 1, 1978

ITEM 3: January 1, 1978