

**TRAILER TRAIN
COMPANY**

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

RECORDATION NO. *8874-B* Filed & Recorded September 23, 1977

SEP 27 1977 - 1 03 PM

INTERSTATE COMMERCE COMMISSION

7-2701083

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

SEP 27 1977
Date _____
Fee \$ *10.00*

Dear Sir:

CC Washington D

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the Equipment Trust Agreement Supplement No. 2, dated as of September 20, 1977, which supplements the Equipment Trust Agreement dated as of July 1, 1977, between The Northern Trust Company, as Trustee 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:

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

Trustee: The Northern Trust Company
50 South LaSalle Street
Chicago, Illinois 60675

1116.4(c) - The general description of the railroad rolling stock covered by the enclosed Equipment Trust Agreement Supplement No. 2 is set forth in Schedule A attached to this letter and made a part hereof.

1116.4(e) - Prior recordations relating to this Supplement have been made on July 8, 1977, at 2:00 p.m., recordation number 8874, and on August 11, 1977, at 9:35 a.m., recordation number 8874-A.

1116.4(f) - Six (6) counterpart originals of the Supplement being recorded should be returned to Kunkel Transportation Services, Inc.

Very truly yours,

T.D. Marion

T. D. Marion
Manager, Equipment Financing

nh
Enclosures

C. H. Kunkel
C. H. Kunkel

RECEIVED
SEP 27 1977
FEDERAL
OPERATIONS
DIV.

RECORDATION NO. 8874-B Filed & Recorded

SEP 27 1977 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 2
dated as of September 20, 1977, by and between THE NORTHERN
TRUST COMPANY, a corporation of the State of Illinois,
as Trustee (hereinafter called the Trustee), and TRAILER
TRAIN COMPANY, a Delaware corporation (hereinafter
called the Company)

WHEREAS the parties hereto have entered into an Equipment
Trust Agreement dated as of July 1, 1977 (hereinafter called the
Trust Agreement) providing for the sale, transfer and delivery to
the Trustee of certain railroad equipment described in Schedule A
thereto; and

WHEREAS the Trust Agreement has been filed and recorded with
the Interstate Commerce Commission pursuant to the requirements
of Section 20c of the Interstate Commerce Act on July 8, 1977,
at 2:00 P.M., and assigned recordation number 8874; and

WHEREAS the Trust Agreement provides for the execution and
delivery of supplements thereto for the purpose of substituting
Equipment (as defined in the Trust Agreement) in lieu of units of
Equipment described in said Schedule A thereto prior to delivery
by the Trustee; and

WHEREAS the parties hereto desire to supplement the Trust
Agreement;

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

(1) Schedule A is hereby supplemented and restated in its
entirety as set forth in Exhibit I hereto.

(2) The Company will promptly cause this Supplement No. 2 to
be filed and recorded with the Interstate Commerce Commission
pursuant to the requirements of Section 20c of the Interstate
Commerce Act.

Except as supplemented hereby, the Trust Agreement shall
remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee 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.

THE NORTHERN TRUST COMPANY,
Trustee

By 
Vice President

(CORPORATE SEAL)

Attest:

Assistant Secretary

TRAILER TRAIN COMPANY

By
Vice President - Finance
and Treasurer

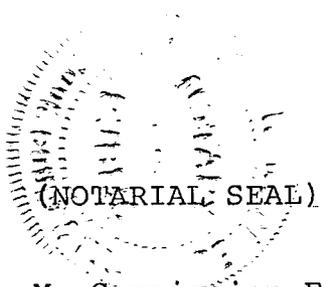
(CORPORATE SEAL)

Attest:

Assistant Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK

On this 23 day of September, 1977, before me personally appeared E. E. Weber, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE NORTHERN 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.



Bruce Henschel
Notary

My Commission Expires:

My Commission Expires June 6, 1979

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK

On this 23rd day of September, 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.



David J. Halsh
Notary

My Commission Expires:

Nov. 17, 1980

SCHEDULE A

<u>Type</u>	<u>Quantity</u>	<u>Company Car Numbers (All Inclusive)</u>	<u>Unit Cost</u>	<u>Total Cost</u>
<u>Bethlehem Steel Corporation</u>				
89'4" 70-ton Capacity, Hydraulic Draft Gear, Flush Deck Low-Level Flatcar for Autorack Service	90	700385 - 700474	\$31,919.57	\$ 2,872,761.30
	120	700475 - 700594	32,748.33	3,929,799.60
	49	700595 - 700619	32,450.40	1,590,069.60
	30	700621 - 700644		
		700645 - 700674	32,998.12	989,943.60
89'4" 70-ton Capacity, Hydraulic Draft Gear, Flush Deck Standard-Level Flatcar for Autorack Service	34	965668 - 965672	32,350.00	1,099,900.00
		965674, 965676		
		965678		
		965680 - 965682		
		965687 - 965691		
		965694		
		965698 - 965712		
		965746, 965747		
	46	965673, 965675	31,274.45	1,438,624.70
		965677, 965679		
		965683 - 965686		
		965692, 965693		
		965695 - 965697		
		965713 - 965745		
	131	965748 - 965877	32,350.00	4,237,850.00
		965881		
	4	965878 - 965880	31,274.45	125,097.80
		965882		
89'4" 70-ton Capacity, Hydraulic Draft Gear, Flush Deck All-Purpose Flatcar	2	978677, 978678	38,900.00	77,800.00
<u>Pullman Incorporated (Pullman Standard Division)</u>				
89'4" 70-ton Capacity, Hydraulic Draft Gear, Flush Deck Low-Level Flatcar for Autorack Service	230	851363 - 851592	32,128.22	7,389,490.60
	175	851593 - 851767	32,228.18	5,639,931.50
	234	851768 - 852001	33,065.98	7,737,439.32
	285	852002 - 852286	33,446.24	9,532,178.40
<u>ACF Industries, Inc.</u>				
89'4" 70-ton Capacity, Hydraulic Draft Gear, Flush Deck Low-Level Flatcar for Autorack Service	200	820000 - 820199	31,976.27	6,395,254.00
	<u>100</u>	820200 - 820299	31,973.17	<u>3,197,317.00</u>
	<u>1730</u>			<u>\$56,253,457.42</u>