

**TRAILER TRAIN  
COMPANY**

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

February 8, 1978

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

RECORDATION NO. 7570-E Filed & Recorded

FEB 14 1978 - 9 30 AM

RECEIVED  
FEB 14 9 29 AM '78  
CERTIFICATION UNIT

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the enclosed Statement of New Numbers dated as of October 25, 1977, which relates to the Equipment Trust Agreement, Series 34, dated as of July 1, 1974, between Manufacturers Hanover Trust Company and Trailer Train Company. Five (5) counterpart originals of these documents 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:

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:

<u>Type</u>	<u>Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
89'4", all-purpose flatcars	FC	62	TTX	975316, 975317 975320, 975321 975322, 975324 975325, 975326 975328, 975331 975332, 975341 975345, 975347 975349, 975350 975351, 975353 975357, 975358 975360, 975362 975364, 975365 975366, 975368 975371, 975372

8-045A010

FEB 14 1978  
FEB 14 1978  
FEB 14 1978

CC Washington, D. C.

Mr. Robert L. Oswald  
February 8, 1978  
Page Two

<u>Type</u>	AAR <u>Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
				975373, 975374
				975375, 975377
				975380, 975379
				975382, 975384
				975409, 975404
				975405, 975398
				975396, 975392
				975393, 975395
				975389, 975390
				975391, 975411
				975413, 975414
				975417, 975419
				975421, 975422
				975423, 975424
				975426, 975427
				975428, 975429
				975431, 975433

\*All units 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 recordations relating to these documents being filed have been made on July 1, 1974, recordation number 7570, on October 21, 1974, recordation number 7570-A, on November 29, 1974, recordation number 7570-B, on March 6, 1975, recordation number 7570-C, and on December 9, 1977, recordation 7570-D.

1116.4(f) - Four (4) counterpart originals of the Statement of New Numbers being recorded should be returned to the undersigned at the above address.

Very truly yours,



T. D. Marion  
Manager, Equipment Financing

nh  
Enclosures

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

T.D.  
2/14/78

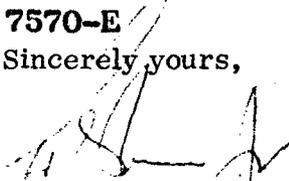
OFFICE OF THE SECRETARY

T.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 2/14/78 at 2:30pm  
and assigned recordation number(s)

7570-E  
Sincerely yours,

  
H.G. Homme, Jr.  
Acting Secretary

Enclosure(s)

SE-30-T  
(6/77)

RECORDATION NO. *7570-E* Filed & Recorded

FEB 14 1978 -9 20 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS  
DATED AS OF OCTOBER 25, 1977

EQUIPMENT TRUST AGREEMENT, SERIES 34

DATED AS OF JULY 1, 1974

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY

AND .

TRAILER TRAIN COMPANY

STATEMENT OF NEW NUMBERS, dated as of October 25, 1977, relating to certain railroad equipment (herein the "Trust Equipment") leased pursuant to an Equipment Trust Agreement dated as of July 1, 1974 (herein the "Trust Agreement"), by and between Manufacturers Hanover Trust Company, a New York corporation, as Trustee (herein the "Trustee") and Trailer Train Company, a Delaware corporation (herein the "Company").

WHEREAS the Trustee and the Company have entered into the Trust Agreement and certain Supplemental or Amendment Agreements, previously filed and recorded as shown in Schedule A attached hereto; and

WHEREAS Section 5.10 of the Trust Agreement provides that the Company shall not change, or permit to be changed, the identifying numbers of any of the units of the Trust Equipment except in accordance with a statement of new numbers to be substituted therefor which previously shall have been filed with the Trustee by the Company and which shall be filed and recorded by the Company with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act; and

Whereas the Company desires to cause to be removed the identifying numbers of certain units of the Trust Equipment and substitute new identifying numbers in their place;

NOW THEREFORE, THIS STATEMENT WITNESSETH:

The identifying numbers of the units of Trust Equipment set forth below are hereby changed as follows:

Old Number

New Number

254764	975316
254772	975317
254505	975320
254735	975321
254769	975322
254767	975324
254737	975325
254670	975326
254766	975328
254718	975331
254504	975332
254696	975341
254568	975345
254783	975347
254715	975349
254594	975350
254533	975351
254549	975353
254576	975357
254647	975358
254733	975360
254706	975362
254586	975364
254612	975365
254665	975366
254537	975368
254632	975371
254495	975372
254566	975373
254507	975374
254506	975375
254720	975377
254599	975380
254712	975379
254510	975382
254610	975384
254637	975409
254597	975404
254485	975405
254726	975398
254742	975396
254600	975392
254636	975393
254514	975395
254627	975389
254649	975390
254577	975391
254654	975411
254503	975413
254774	975414

Old Number

New Number

254731  
254633  
254662  
254534  
254693  
254732  
254548  
254658  
254763  
254494  
254521  
254716

975417  
975419  
975421  
975422  
975423  
975424  
975426  
975427  
975429  
975431  
975433

*428  
tdw*

IN WITNESS WHEREOF the Company, pursuant to due corporate authority, has caused these presents to be signed in its corporate name and its corporate seal to be hereunto affixed, duly attested, as of the day and year first above written.

TRAILER TRAIN COMPANY

*R. E. J. J. J. J.*  
Assistant Treasurer

ATTEST:

*J. J. J. J.*  
Assistant Secretary

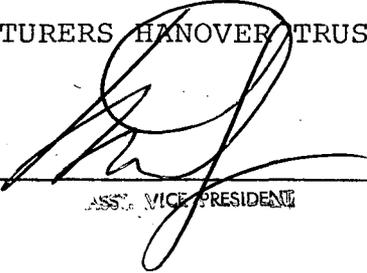




ACKNOWLEDGMENT

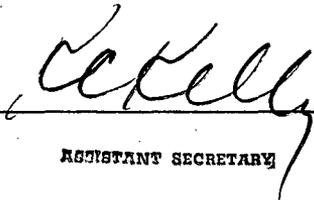
MANUFACTURERS HANOVER TRUST COMPANY, Trustee, does hereby acknowledge that the foregoing Statement of New Numbers is duly filed in accordance with Section 5.10 of the Equipment Trust Agreement dated as of July 1, 1974, by and between Manufacturers Hanover Trust Company, Trustee, and Trailer Train Company.

MANUFACTURERS HANOVER TRUST COMPANY



ASS. VICE PRESIDENT

ATTEST:-



ASSISTANT SECRETARY

STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK )

On this <sup>23<sup>rd</sup></sup> day of <sup>Nov</sup> ~~October~~, 1977 before me personally appeared

W. B. DODGE

to me personally known, who, being by me  
duly sworn, says that he is

**ASST. VICE PRESIDENT**

of Manufacturers Hanover Trust Company, that the seal affixed to  
the foregoing instrument is the corporate seal of said corporation,  
and 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.

*Mary Leonardi*  
\_\_\_\_\_  
Notary Public

MARY LEONARDI  
Notary Public, State of New York  
No. 40-7495520  
Qualified in Putnam County  
Certificate filed in New York County  
Commission Expires March 30, 1978

SCHEDULE A

Equipment Trust, Series 34

<u>Agreement</u>	<u>Date</u>	<u>Recordation Number</u>	<u>Date Recorded</u>
Equipment Trust Agreement Series 34	July 1, 1974	7570	July 15, 1974
Amendment Agreement	September 15, 1974	7570-A	October 21, 1974
Amendment Agreement	September 15, 1974	7570-B	November 29, 1974
Supplemental Agreement	January 26, 1975	7570-C	March 6, 1975