

**TRAILER TRAIN
COMPANY**

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

March 14, 1978

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

RECORDATION NO. 2570 Filed & Recorded

MAR 24 1978 9 52 AM

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)~~ ^{four} 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>AAR Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
89'4", all- purpose flatcars	FC	114	TTX	975437, 975533 975439, 975534 975441, 975536 975442, 975537 975443, 975538 975444, 975539 975445, 975540 975446, 975541 975447, 975545 975448, 975546 975449, 975547 975450, 975548 975451, 975549

8-083A-21
Date MAR 24 1978
Fee \$ 20
ICC Washington, D. C

RECEIVED
MAR 24 9 48 AM '78
CERTIFICATION UNIT

Mr. Robert L. Oswald
March 14, 1978
Page Two

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
				975452, 975558
				975453, 975560
				975455, 975561
				975456, 975562
				975457, 975563
				975459, 975565
				975460, 975568
				975461, 975569
				975462, 975570
				975463, 975572
				975465, 975573
				975467, 975574
				975468, 975575
				975471, 975577
				975473, 975578
				975475, 975579
				975478, 975580
				975479, 975581
				975480, 975582
				975485, 975583
				975487, 975584
				975490, 975586
				975496, 975587
				975498, 975589
				975502, 975590
				975503, 975592
				975504, 975593
				975505, 975594
				975507, 975595
				975508, 975596
				975509, 975598
				975512, 975599
				975515, 975600
				975517, 975601
				975518, 975602
				975521, 975603
				975522, 975604
				975524, 975605
				975526, 975607
				975527, 975608
				975528, 975610
				975530, 975611
				975531, 975612
				975532, 975613

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

Mr. Robert L. Oswald
March 14, 1978
Page Three

"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, on December 9, 1977, recordation 7570-D and on February 14, 1978, recordation number 7570-E.
- 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

RECORDATION NO. 7570-1 Filed & Recorded

MAR 24 1978 -9 52 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS
DATED AS OF FEBRUARY 20, 1978

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 February 20, 1978, 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

254648	975437
254551	975439
254719	975441
254493	975442
254747	975443
254595	975444
254517	975445
254744	975446
254756	975447
254724	975448
254762	975449
254570	975450
254592	975451
254492	975452
254759	975453
254702	975455
254723	975456
254671	975457
254777	975459
254578	975460
254725	975461
254644	975462
254757	975463
254652	975465
254554	975467
254626	975468
254761	975471
254740	975473
254579	975475
254603	975478
254490	975479
254601	975480
254752	975485
254567	975487
254564	975490
254739	975496
254657	975498
254631	975502
254677	975503
254581	975504
254705	975505
254625	975507
254530	975508
254707	975509
254727	975512
254611	975515
254692	975517
254512	975518
254562	975521
254542	975522
254639	975524
254754	975526
254598	975527
254546	975528

Old Number

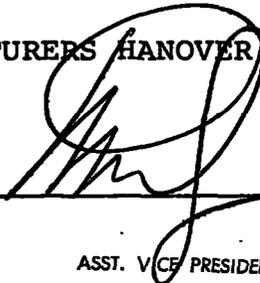
New Number

254653	975530
254684	975531
254489	975532
254500	975533
254714	975534
254770	975536
254710	975537
254572	975538
254622	975539
254738	975540
254659	975541
254667	975545
254516	975546
254545	975547
254560	975548
254643	975549
254745	975558
254630	975560
254776	975561
254736	975562
254608	975563
254640	975565
254539	975568
254580	975569
254616	975570
254535	975572
254751	975573
254730	975574
254550	975575
254571	975577
254778	975578
254609	975579
254588	975580
254552	975581
254682	975582
254721	975583
254781	975584
254602	975586
254590	975587
254563	975589
254543	975590
254699	975592
254634	975593
254624	975594
254687	975595
254773	975596
254499	975598
254553	975599
254666	975600
254741	975601
254585	975602
254532	975603
254582	975604
254613	975605

ACKNOWLEDGEMENT

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



ASST. VICE PRESIDENT,

FEB 24 1978

Date

ATTEST:



ASSISTANT SECRETARY

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 24 day of Feb, 1978 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.



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
Supplemental Agreement	December 1, 1977	7570-D	December 9, 1977
Supplemental Agreement	October 25, 1977	7570-E	February 14, 1978