RECORDATION NO. ..... Filed 1425

MAR 25 1983 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

Pullman Leasing Company

200 South Michigan Avenue
Chicago, Illinois 60604
(312) 322-7050

RECORDATION NO. 5770-Gm Filed 1425

Warren G. Andersen
Vice President
and General Counsel

March 23, 1983

MAR 25 1983 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

3-084 059

No.

Date.....

Fee $. 20.00

ICC Washington, D. C.

Interstate Commerce Commission
Office of Recordation
Room 2303
12th & Constitution Avenue
Washington, D.C. 20423

Re: Filing
Supplemental Agreement
Dated as of February 15, 1983
Equipment Trust Agreement
Dated as of June 15, 1970
(Series 1)

Gentlemen:

Enclosed for recording under Section 49 U.S.C. 11303 are three executed counterparts of the Supplemental Agreement (hereinafter referred to as the "Supplement") dated as of February 15, 1983 to the Equipment Trust Agreement (hereinafter referred to as the "Agreement") dated as of June 15, 1970 between First National City Bank, as Trustee (hereinafter referred to as the "Trustee") and Pullman Transport Leasing Company. The Agreement was filed with the Commission on June 29, 1970 and was assigned Recordation Number 5770.

The Agreement has been amended from time to time by Supplemental Agreements which have been filed with the Commission. The most recent Supplemental Agreement dated as of November 1, 1981 was filed with the Commission on December 29, 1981 and was assigned Recordation Number 5770-L.

Under the Agreement, the Trustee leases the Trust Equipment described therein to the Company.

The Supplement was entered into by Pullman Leasing Company, Pullman Rail Leasing Inc. and the Trustee for the purpose of deleting from the Agreement units of Trust Equipment which have become worn out, unsuitable for use, lost or destroyed, and to substitute therefor other units of equipment.

I am also enclosing a check payable to the order of the Interstate Commerce Commission in the amount of $10.00 as the fee for recording the Supplement.

Countersigned - William D. McMann

Pursuant to the Commission's rules and regulations for recording of certain documents under Section 49 U.S.C. 11303, please duly file one of the enclosed counterparts for record in your office and return the remaining copies, together with the Certificate of Recording, to the messenger making this delivery.

If you have any question concerning this request, please call me collect.

Very truly yours,

WGA/drs
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

3/25/83

OFFICE OF THE SECRETARY

Warren G. Anderson

Vice President & Gen.Counsel
200 South Michigan Ave.
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/25/83 at 11:20am, and assigned re-recordation number(s). 5770-M & 5889-M

Sincerely yours,

Agatha L. Mergenovich

Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 5772-m Filed 1425
MAR 25 1983 -11 20 AM
INTERSTATE COMMERCE COMMISSION

EXECUTED IN 6 COUNTERPARTS

COUNTERPART NO. 2

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

(Series 1)

SUPPLEMENTAL AGREEMENT NO. 12

Dated as of February 15, 1983

TO

EQUIPMENT TRUST AGREEMENT

Dated as of June 15, 1970

BY AND BETWEEN

First National City Bank
(Presently known as Citibank, N.A.)
Trustee

AND

Pullman Transport Leasing Company
(Presently known as Pullman Rail Leasing Inc.)

SUPPLEMENTAL AGREEMENT NO. 12

EQUIPMENT TRUST AGREEMENT

DATED AS OF JUNE 15, 1970

(Series 1)

This Supplemental Agreement (hereinafter called the "Supplemental Agreement"), dated as of February 15, 1983 by and between Citibank, N.A. (originally First National City Bank), a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called the "Trustee"), Pullman Rail Leasing Inc., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company") and Pullman Leasing Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "PLC").

WHEREAS, the Trustee, originally First National City Bank, and the Company, originally Pullman Transport Leasing Company, entered into an Equipment Trust Agreement, dated as of June 15, 1970 and have heretofore supplemented and amended such Equipment Trust Agreement (which Equipment Trust Agreement, as so amended, is hereinafter called the "Equipment Trust Agreement"); and

WHEREAS, the Trustee, the Company and PLC entered into a Supplemental Agreement dated as of February 26, 1981 whereby PLC assumed as primary obligor, jointly and severally with the Company, pursuant to the guaranty endorsed on the Trust Certificates, the prompt payment of the principal and interest on the Trust Certificates and the due and punctual performance and observance of all the terms, covenants and conditions of the Equipment Trust Agreement to be kept or to be performed by the Company; and

WHEREAS, several units of the Trust Equipment, as defined in the Equipment Trust Agreement, have become worn out, unsuitable for use, lost or destroyed and have been reported by the Company to the Trustee as required by Section 5.08 of the Equipment Trust Agreement; and

WHEREAS, in accordance with Section 5.06 of the Equipment Trust Agreement, the Company wishes to convey to the Trustee other Equipment, as defined in the Equipment Trust Agreement, which has a value to the Company of not less than the value of such units of Trust Equipment which have become worn out, unsuitable for use, lost or destroyed in lieu of delivering to the Trustee cash equal to the value of such units of Trust Equipment; and

WHEREAS, Section 12.01 of the Equipment Trust Agreement authorizes the Trustee and the Company to enter into an agreement or agreements supplemental to the Equipment Trust Agreement which do not adversely affect the interests of the holders of Trust Certificates, as defined in the Equipment Trust Agreement, without the consent of such holders; and

WHEREAS, pursuant to the provisions of Section 12.01 of the Equipment Trust Agreement, the Equipment Trust Agreement heretofore has been supplemented by Supplemental Agreement dated as of June 15, 1973; Supplemental Agreement No. 2

dated as of February 25, 1974; Supplemental Agreement No. 3 dated as of October 1, 1974; Supplemental Agreement No. 4 dated as of November 1, 1974; Supplemental Agreement No. 5 dated as of December 1, 1975; Supplemental Agreement No. 6 dated as of December 17, 1975; Supplemental Agreement No. 7 dated as of November 1, 1977; Supplemental Agreement No. 8 dated as of January 1, 1979; Supplemental Agreement No. 9 dated as of November 15, 1979; Supplemental Agreement dated as of February 26, 1981; and Supplemental Agreement No. 11 dated as of November 1, 1981; and

WHEREAS, the Trustee, the Company and PLC desire to enter into the Supplemental Agreement to permit such substitution of units of Equipment for the units of Trust Equipment which heretofore have become worn out, unsuitable for use, lost or destroyed.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the Trustee, the Company and PLC agree as follows:

1. Attached hereto as Schedule A is a list of units of Trust Equipment which have become worn out, unsuitable for use, lost or destroyed since December 31, 1980. Each of such units of Trust Equipment is hereby deleted from Schedule A to the Equipment Trust Agreement.

2. Attached hereto as Schedule B is a list of units of Equipment which are to be conveyed by the company to the Trustee in accordance with Section 5.06 of the Equipment Trust Agreement in substitution of the units of Trust Equipment listed in Schedule A hereto. Upon such conveyance by the Company, such units of Equipment shall be substituted for units of Trust Equipment listed in Schedule A hereto and shall become Trust Equipment.

3. The Equipment trust Agreement, as further amended by the Supplemental Agreement, shall continue in full force and effect.

IN WITNESS WHEREOF, the Trustee, the Company and PLC 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.

Attest:

Trust Officer

Citibank, N.A., as Trustee

By: Senior Trust Officer

Attest:

Assistant Secretary

Pullman Leasing Company

By: Vice President

Attest:

Assistant Secretary

Pullman Rail Leasing Inc.

By: Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Dorothea R. Steckley, a Notary Public in and for such County and State, do hereby certify that Edward J. Whalen, personally known to me to be a Vice President of Pullman Leasing Company and of Pullman Rail Leasing Inc., Delaware corporations, and Samuel T. Boustead, personally known to me to be an Assistant Secretary of said corporations, and personally known to me to be the same persons whose names are subscribed to the foregoing Supplemental Agreement appeared before me this day in person and severally acknowledged that they signed and delivered the said instrument as Vice President and Assistant Secretary of said corporations and caused the corporate seals of said corporations to be affixed thereto, pursuant to authority given by the Boards of Directors of said corporations, as their free and voluntary act and as the free and voluntary act and deed of said corporations, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 15th day of February, 1983.

Dorothea R. Steckley
Notary Public

My commission expires February 25, 1984.

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

I, Patricia C. Tampol, a Notary Public in and for such county and state, do hereby certify that RALPH E. JOHNSON, personally known to me to be a Senior Trust Officer of Citibank, N.A. (National Association) and R. Balekdjian, personally known to me to be a Trust Officer of said Bank, and personally known to me to be the same persons whose names are subscribed to the foregoing Supplemental Agreement, appeared before me this day in person and severally acknowledged that they signed and delivered the said instrument as Senior Trust Officer and a Trust Officer of said Bank and caused the seal of said Bank to be affixed thereto, pursuant to authority as their free and voluntary act and as the free and voluntary act and deed of said Bank, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 11th day of March 1983.

Patricia C. Tampol
Notary Public

My commission expires

PATRICIA C. TAMPOL
Notary Public, State of New York
No. 01TA4659889
Qualified in Kings County
Certificate Filed in New York County
Term Expires March 30, 1983

SCHEDULE A
EQUIPMENT TRUST AGREEMENT
DATED AS OF JUNE 15, 1970
(Series 1)

Quantity	Description	Car Numbers	Value	Equipment first put into use no later than
3	4427 cu. ft., 100-ton capacity covered hopper cars	TLDX 7229, 7260, 7276	$ 40,345.14	7/67
1	4427 cu. ft., 100-ton capacity covered hopper car	TLDX 7279	13,448.38	8/67
1	50 ft. insulated box car	RSP 1475	25,150.45	3/69
1	11,375 gal. tank car	TLDX 211006	29,639.36	4/69
1	5650 cu. ft., 100-ton capacity covered hopper car	TLCX 38121	23,650.49	9/69
1	50 ft. insulated box car	RSP 1837	26,530.15	2/70
8			$158,763.97	

SCHEDULE B
EQUIPMENT TRUST AGREEMENT
DATED AS OF JUNE 15, 1970
(Series 1)

Quantity	Description	Car Numbers	Original Cost	Value	Equipment first put into use no later than
2	23,500 gal. coiled and insulated tank cars	PLCX 224002, 224004	$ 96,170.00	$ 87,226.20	10/79
1	23,500 gal. coiled and insulated tank car	PLCX 224003	48,085.00	43,901.60	12/79
1	23,500 gal. coiled and insulated tank car	PLCX 224005	48,085.00	44,045.86	1/80
4			$192,340.00	$175,173.66	

Pullman Leasing Company

200 South Michigan Avenue
Chicago, Illinois 60604
(312) 322-7050

Warren G. Andersen
Vice President
and General Counsel

October 14, 1983

Interstate Commerce Commission
Office of Recordation
Room 2303
12th & Constitution Avenue
Washington, D.C. 20423

RECORDATION NO. 5770-N Filed 1425

OCT 19 1983 12 15 PM

INTERSTATE COMMERCE COMMISSION

Re: Filing
Supplemental Agreement
Dated as of July 1, 1983
Equipment Trust Agreement
Dated as of June 15, 1970
(Series 1)

Gentlemen:

Enclosed for recording under Section 49 U.S.C. 11303 are three executed counterparts of the Supplemental Agreement (hereinafter referred to as the "Supplement") dated as of July 1, 1983 to the Equipment Trust Agreement (hereinafter referred to as the "Agreement") dated as of June 15, 1970 between First National City Bank, as Trustee (hereinafter referred to as the "Trustee") and Pullman Transport Leasing Company. The Agreement was filed with the Commission on June 29, 1970 and was assigned Recordation Number 5770.

The Agreement has been amended from time to time by Supplemental Agreements which have been filed with the Commission. The most recent Supplemental Agreement dated as of February 15, 1978 was filed with the Commission on March 25, 1983 and was assigned Recordation No. 5770-M.

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I am also enclosing a check payable to the order of the Interstate Commerce Commission inn the amount of $10.00 as the fee for recording the Supplement.

Original Exc. Case

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Very truly yours,

WGA/drs
Enclosures