



# Pullman Rail Leasing Inc.

RECORDATION NO. 5770-P Filed 1425

200 South Michigan Avenue  
Chicago, Illinois 60604  
(312) 322-7070

**AUG 1 1985 - 10 40 AM**  
July 30, 1985  
INTERSTATE COMMERCE COMMISSION

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

*5-213A030*

To: \_\_\_\_\_  
Date: AUG 1 1985  
Fee \$ 10.00  
ICC Washington, D.C.

100 OFFICE  
TRIP  
AUG 1 10 32 AM '85  
MOTOR VEHICLE UNIT

Re: Filing  
Supplemental Agreement  
Dated as of June 15, 1985  
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 Supplemental Agreement No. 15 (hereinafter referred to as the "Supplement") dated as of June 15, 1985 between First National City Bank, as Trustee (hereinafter referred to as the "Trustee") and Signal Capital Corporation, formerly known as Pullman 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 No. 14 dated as of September 1, 1984 was filed with the Commission on September 28, 1984 and was assigned Recordation No. 5770-0.

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

The Supplement was entered into by Signal Capital Corporation, formerly known as Pullman Leasing Company, Pullman Rail Leasing Inc., and the Trustee for the purpose of terminating and transferring title of the units of Trust Equipment to Pullman Rail Leasing, Inc.

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.

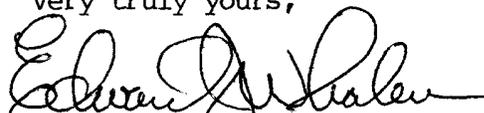
*Handwritten signature*

ICC- Office of Recordation  
July 30, 1985  
Page Two

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 questions concerning this request, please call me collect.

Very truly yours,

  
Edward J. Whalen  
Vice President

EJW/drs

Interstate Commerce Commission  
Washington, D.C. 20423

8/1/85

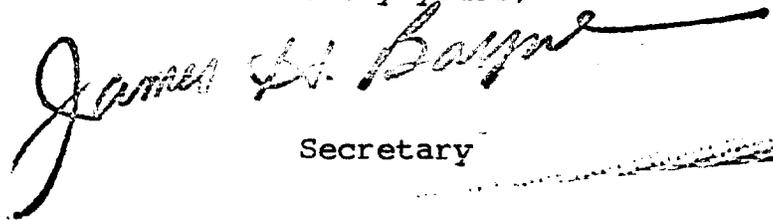
OFFICE OF THE SECRETARY

Edward J. Whalen  
Vice President  
Fullman Rail Leasing, Inc.  
200 South Michigan Avenue  
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 8/1/85 at 10:40am and assigned re-  
recording number (s) . 5770-P

Sincerely yours,

  
Secretary

Enclosure(s)

REGISTRATION NO. 5770-8 Filed 1428

AUG 1 1985 10 42 AM

INTERSTATE COMMERCE COMMISSION

EXECUTED IN 6 COUNTERPARTS

COUNTERPART NO. 4

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

(Series 1)

SUPPLEMENTAL AGREEMENT NO. 15

Dated as of June 15, 1985

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

This Supplemental Agreement (hereinafter called the "Supplemental Agreement"), dated as of June 15, 1985, by and between Citibank, N.A., 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 Signal Capital Corporation, formerly known as Pullman Leasing Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "SCC").

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 SCC entered into a Supplemental Agreement dated as of February 26, 1981 whereby SCC 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, the lease provided in the Equipment Trust Agreement has terminated and all payments due or to become due from the Company under the Equipment Trust Agreement have been completed and fully made to the Trustee and the Company has requested that the Trustee assign and transfer title to all of the Trust Equipment to the Company in accordance with the provisions of Section 5.05 of the Equipment Trust Agreement; 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; Supplemental Agreement No. 11 dated as of November 1, 1981; Supplemental Agreement No. 12 dated as of February 15, 1983; and Supplemental Agreement No. 13 dated as of July 1, 1983; and Supplemental Agreement No. 14 dated as of September 1, 1984; and

WHEREAS, the Trustee, the Company and SCC desire to enter into the Supplemental Agreement to permit such assignment and transfer of title to all of the Trust Equipment to the Company by the Trustee.

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

1. Attached hereto as Schedule A is a list of all of the units of Trust Equipment title to which is to be assigned and transferred to the Company pursuant to Section 5.05 of the Equipment Trust Agreement. Each of such units of Trust Equipment is hereby deleted from Schedule A to the Equipment Trust Agreement.
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 SCC 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:

Robert F. Fin  
Trust Officer

Citibank, N.A., as Trustee

By: [Signature]  
Senior Vice President  
Assistant

Attest:

Jennifer M. Alexander  
Assistant Secretary

Signal Capital Corporation

By: [Signature]  
Vice President

Attest:

David R. Wood  
Assistant Secretary

Pullman Rail Leasing Inc.

By: [Signature]  
Vice President

STATE OF NEW HAMPSHIRE )  
 ) SS  
COUNTY OF ROCKINGHAM )

I, Mary F. Vangile, a Notary Public in and for such County and State, do hereby certify that M. Brian Merozo, personally known to me to be a Vice President of Signal Capital Corporation, a Delaware corporation, and Dennis W. Alexander, personally known to me to be an Assistant Secretary of said corporation, 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 corporation and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation, as their free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 25<sup>th</sup> day of June, 1985.

Mary F. Vangile  
Notary Public

My commission expires November 2, 1988

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 Rail Leasing Inc., a Delaware corporation, and David R. Wood, personally known to me to be an Assistant Secretary of said corporation, 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 corporation and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation, as their free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 15th day of June, 1985.

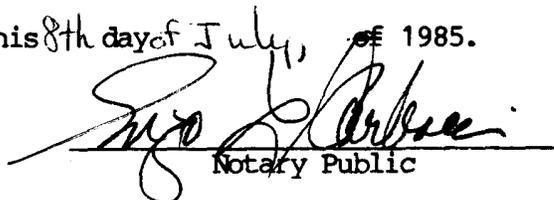
Dorothea R. Steckley  
Notary Public

My commission expires April 5, 1988.

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

I, ENZO L. CARBOCCI, a Notary Public in and for such county and state, do hereby certify that Ronald W. Pierce, personally known to me to be <sup>Assistant Vice President</sup> ~~Senior Trust Officer~~ of Citibank, N.A., and ROBERT FRIER, personally known to me to be 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 <sup>Assistant Vice President</sup> ~~Senior Trust Officer~~ and 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 uses and purposes therein set forth.

Given under my hand and notarial seal this 8th day of July, of 1985.

  
Notary Public

ENZO L. CARBOCCI  
Notary Public, State of New York  
No. 43-EC05595  
Qualified in Richmond County  
Cert. filed in New York County  
Term Expires March 30, 1986

ETC 01 REPORT

CAR TYPE	FROM-CAR	TO-CAR	NBR
10400T	PTLX210004	- PTLX210010	7
	PTLX210012	- PTLX210017	6
CAR TYPE TOTAL...			13
11375T	TLDX211000	- TLDX211000	1
	TLDX211002	- TLDX211004	3
	TLDX211007	- TLDX211015	9
CAR TYPE TOTAL...			13
13500T	TLDX113000	- TLDX113007	8
	CAR TYPE TOTAL...		
14500T	TLDX114000	- TLDX114001	2
	TLDX114003	- TLDX114003	1
	TLDX114007	- TLDX114007	1
	TLDX114010	- TLDX114021	12
	TLDX114022	- TLDX114073	51
CAR TYPE TOTAL...			67
16000T	TLDX216001	- TLDX216027	27
	TLDX216071	- TLDX216071	1
	TLDX216073	- TLDX216073	6
	TLDX216080	- TLDX216089	10
	TLDX216091	- TLDX216100	10
	TLDX216111	- TLDX216131	21
CAR TYPE TOTAL...			134
17500T	TLDX071700	- TLDX071726	27
	TLDX071700	- TLDX071704	75
	TLDX071707	- TLDX071709	23
CAR TYPE TOTAL...			125
20100T	PTLX120260	- PTLX120261	2

ETC 01 REPORT

CAR TYPE	FROM-CAR	TO-CAR	NBR
	PTLX120266	- PTLX120266	1
	PTLX120269	- PTLX120273	5
	PTLX120315	- PTLX120371	4
	TLDX020000	- TLDX020000	1
	TLDX020002	- TLDX020002	1
	TLDX120000	- TLDX120041	42

CAR TYPE TOTAL... 63

07500T

PLCX223797	-	PLCX223399	2
PLCX223430	-	PLCX223400	1
PLCX223400	-	PLCX223400	4
PLCX223403	-	PLCX223403	9
PLCX223412	-	PLCX223413	10
PTLX223370	-	PTLX223370	3
PTLX223382	-	PTLX223382	3
PTLX223375	-	PTLX223375	1
TLDX020031	-	TLDX020031	1
TLDX020031	-	TLDX020031	1
TLDX020033	-	TLDX020033	1
TLDX020035	-	TLDX020035	1
TLDX020037	-	TLDX020037	1
TLDX020035	-	TLDX020035	1
TLDX020037	-	TLDX020037	1
TLDX020037	-	TLDX020037	1
TLDX020039	-	TLDX020039	1
TLDX020039	-	TLDX020039	1
TLDX020039	-	TLDX020039	1
TLDX020034	-	TLDX020034	1
TLDX020034	-	TLDX020034	1
TLDX020034	-	TLDX020034	1
TLDX020044	-	TLDX020044	1
TLDX020051	-	TLDX020051	1
TLDX020058	-	TLDX020058	1

CAR TYPE TOTAL... 162

09600T

TLDX120000	-	TLDX120006	1
TLDX120000	-	TLDX120009	2

CAR TYPE TOTAL... 3

44770H

TLCX019025	-	TLCX019029	4
TLCX019031	-	TLCX019034	4
TLCX019038	-	TLCX019041	4
TLCX019043	-	TLCX019043	1
TLDX005411	-	TLDX005414	4
TLDX005432	-	TLDX005437	2
TLDX006055	-	TLDX006057	2
TLDX005099	-	TLDX006101	4

ETC 01 REPORT

CAR TYPE	FROM-CAR	TO-CAR	NBR
	TL0X0061103	- TL0X0061105	3
	TL0X0061110	- TL0X0061111	2
	TL0X0061114	- TL0X0061114	1
	TL0X0061116	- TL0X0061119	4
	TL0X0061121	- TL0X0061121	1
	TL0X0061124	- TL0X0061125	2
	TL0X0061129	- TL0X0061132	4
	TL0X0061134	- TL0X0061137	4
	TL0X0061143	- TL0X0061143	1
	TL0X0061149	- TL0X0061149	1
	TL0X0061151	- TL0X0061151	1
	TL0X0061154	- TL0X0061155	2
	TL0X0061157	- TL0X0061157	1
	TL0X0061161	- TL0X0061162	1
	TL0X0061173	- TL0X0061173	2
	TL0X0072227	- TL0X0072227	1
	TL0X0072231	- TL0X0072231	1
	TL0X0072233	- TL0X0072237	5
	TL0X0072239	- TL0X0072245	5
	TL0X0072245	- TL0X0072249	5
	TL0X0072251	- TL0X0072255	5
	TL0X0072258	- TL0X0072259	6
	TL0X0072261	- TL0X0072264	4
	TL0X0072266	- TL0X0072275	10
	TL0X0072277	- TL0X0072279	2
	TL0X0072280	- TL0X0072281	2
	TL0X0072284	- TL0X0072289	6
	TL0X0072293	- TL0X0072297	5
	TL0X0072299	- TL0X0073000	4
	TL0X0073004	- TL0X0073007	4
	TL0X0073010	- TL0X0073012	3
	TL0X0073014	- TL0X0073020	7
	TL0X0073022	- TL0X0073022	1
	TL0X0073024	- TL0X0073027	5
	TL0X0073030	- TL0X0073033	4
	TL0X0073035	- TL0X0073037	3
	TL0X0073039	- TL0X0073039	1
	TL0X0073041	- TL0X0073041	1
	TL0X0073043	- TL0X0073043	1
	TL0X0073045	- TL0X0073045	1
	TL0X0073047	- TL0X0073050	4
	TL0X0073052	- TL0X0073053	2
	TL0X0073055	- TL0X0073057	2
	TL0X0073055	- TL0X0073067	7
	TL0X0073060	- TL0X0073073	6
	TL0X0073077	- TL0X0073077	1
	TL0X0073081	- TL0X0073089	9
	TL0X0073090	- TL0X0073090	1
	TL0X0073095	- TL0X0073095	1
	TL0X0073097	- TL0X0073099	3
	TL0X0073101	- TL0X0073100	1
	TL0X0073110	- TL0X0073114	5

ETC 01 REPORT

CAR TYPE	FROM-CAR	TO-CAR	NBR
	TLDX007416	- TLDX007417	2
	TLDX007421	- TLDX007423	3
	TLDX007429	- TLDX007430	2
	TLDX007433	- TLDX007437	5
	TLDX007439	- TLDX007449	11
	TLDX007451	- TLDX007455	5

CAR TYPE TOTAL... 232

47400H

KCS	303500	-	KCS	303500	1
KCS	303518	-	KCS	303518	1
KCS	303520	-	KCS	303526	1
KCS	303534	-	KCS	303534	1
KCS	303551	-	KCS	303551	1
KCS	303559	-	KCS	303559	1
KCS	303577	-	KCS	303577	1
KCS	303593	-	KCS	303593	1
KCS	303551	-	KCS	303551	1
KCS	303553	-	KCS	303553	1
KCS	303551	-	KCS	303551	1
KCS	303540	-	KCS	303540	1
KCS	303555	-	KCS	303555	1
KCS	303566	-	KCS	303566	1
KCS	303574	-	KCS	303574	1
KCS	303591	-	KCS	303591	1
TLCX	030001	-	TLCX	030040	4
TLCX	030042	-	TLCX	030040	8
TLCX	030051	-	TLCX	030050	10
TLCX	030062	-	TLCX	030067	6
TLCX	030059	-	TLCX	030076	8
TLCX	030075	-	TLCX	030084	7
TLCX	030087	-	TLCX	030087	1
TLCX	030089	-	TLCX	030092	1
TLCX	030101	-	TLCX	030107	7
TLCX	030135	-	TLCX	030147	1
TLCX	030145	-	TLCX	030149	5
TLCX	032437	-	TLCX	032445	8
TLCX	032447	-	TLCX	032475	2
TLCX	032500	-	TLCX	032534	3

CAR TYPE TOTAL... 200

47450H

TLCX	035000	-	TLCX	035014	1
TLCX	035016	-	TLCX	035031	1
TLCX	035033	-	TLCX	035055	2
TLCX	035059	-	TLCX	035063	5
TLCX	035055	-	TLCX	035057	3
TLCX	035089	-	TLCX	035069	1





ETC 01 REPORT

CAR TYPE	FROM-CAR	TO-CAR	NBR
	TLCX038170	- TLCX038173	4
	TLCX038175	- TLCX038194	20
	TLCX038194	- TLCX038209	14
	TLCX038212	- TLCX038265	54
	CAR TYPE TOTAL.....		242
	TRUST 01 TOTAL..		1,991