

C.I.T. Corporation

135 West 50th Street
New York, New York 10020

CIT

RECORDATION NO. 5817-A Filed 1425

April 11, 1986

APR 13 1986 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

REGISTERED MAIL

Secretary of the
Interstate Commerce Commission
Washington, D. C. 20423

No. 6-108A030
Date APR 18 1986
Fee \$ 10.00
ICC Washington, D.C.

Re: Extended Term of Equipment ("Extension")

Dear Sir:

Enclosed please find three identical original Extensions signed by C.I.T. Corporation and concerning the following parties:

Lessor:	C.I.T. Corporation 135 West 50th Street New York, New York 10020
Lessee:	Trailer Train Company 101 North Wacker Drive Chicago, IL 60606

We request that you record this Extension which extends for a five year period commencing September 1, 1985 that Lease of Equipment dated as of September 1, 1970 between C.I.T. Corporation, acting through its agent, C.I.T. Leasing Corporation, as Lessor, and Trailer Train Company, Lessee. Said Lease was recorded by the Interstate Commerce Commission on September 3, 1970 at 3:50 p.m. and given Recordation Number 5817-A. The Extension covers the equipment described on the attached Exhibit A.

A check for \$10.00 is enclosed to cover the recording fee. Stamped original Extensions should be returned with stamped copies of the transmittal letter to Mr. Ira Finkelson at the above address.

If you require anything further, please call Mr. Finkelson at (212)408-6481.

Sincerely,

Jean B. Stein
Vice President

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

4/18/86

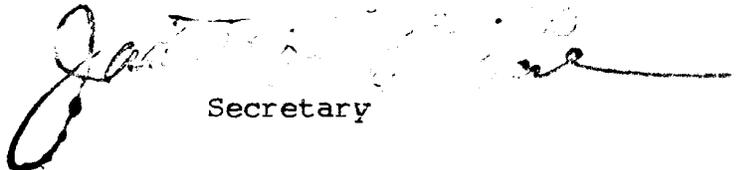
OFFICE OF THE SECRETARY

Ira Finkelson
C.I.T. Corporation
135 West 50th Street
New York, N.Y. 10020

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 4/18/86 at 10:00am and assigned re-
recording number (s). 5817-D

Sincerely yours,



Secretary

Enclosure (s)

SE-30
(7/79)

C.I.T. Corporation

135 West 50th Street
New York, New York 10020

5817-2
FILED 1985

APR 18 1986 10 00 AM

INTERSTATE COMMERCE COMMISSION

CIT

EXTENDED TERM OF LEASE OF EQUIPMENT

March 13, 1986

Mr. T. D. Marion
Director - Equipment Financing & Assistant Treasurer
Trailer Train Company
101 North Wacker Drive
Chicago, IL 60606

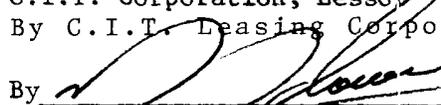
Dear Mr. Marion:

Pursuant to the provisions of Section 12 of that certain Lease of Equipment dated as of September 1, 1970 (the Lease), by and between C.I.T. Corporation as Lessor*and Trailer Train Company as Lessee, Trailer Train Company exercised its option contained in said Section 12 to extend the term of the Lease for a period of five years commencing September 1, 1985 with respect to the Units of railroad equipment described on the attached Exhibit A. The rental during this first extended term shall be payable in semiannual payments, each in an amount equal to 2.8915% of the Purchase Price of such Units, on March 1 and September 1 in each year of this extended term, commencing March 1, 1986. Trailer Train Company expressly reserves the additional renewal options set forth in said Section 12. All other provisions of the Lease shall remain in full force and effect during this first extended term. All capitalized terms used herein shall have the meaning assigned to them in the Lease.

Attest:

C.I.T. Corporation, Lessor
By C.I.T. Leasing Corporation, as agent


Assistant Secretary

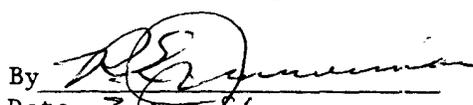
By 
President

Trailer Train Company hereby agrees to the provisions of the first extended term as set forth above.

Attest:

Trailer Train Company, Lessee


Assistant Secretary

By 
Date 3-15-86
Robert E. Zimmerman
Vice President and Treasurer

*through C.I.T. Leasing Corporation, as agent

EXHIBIT A

Definitive listing of 777 flat cars under Lease of Equipment dated as of
September 1, 1970 as extended

ACF Industries, Inc.

<u>Type</u>	<u>C.I.T. Item No.</u>	<u>Qty.</u>	<u>Car No.</u>	<u>Unit Cost</u>	<u>Total Cost</u>
89'4" 55 Ton Auto Rack Low Level	1	26	810330 - 810338 810340 - 810356	17,376.81	\$ 451,797.06
89'4" 70 Ton All Purpose Standard Level	10	47	970595 - 970601 970603 - 970615 970617 - 970640 970642 - 970644	20,788.13	977,042.11
89'4" 70 Ton Container Standard Level	11	17	976070, 976072 976073, 976074 976076 - 976088	17,883.45	304,018.65
89'4" 70 Ton Container Standard Level	12	3	976067 - 976069	17,595.00	52,785.00
89'4" 55 Ton Auto Rack Low Level	13	36	810281, 810284 810292 - 810317 810322 - 810329	17,412.00	626,832.00
89'4" 70 Ton Standard Level with Hitch Equipment	14	96	603476 - 603485 603487 - 603521 603523 - 603529 603531 - 603553 603555 - 603575	17,184.18	1,649,681.28
89'4" 55 Ton Low Level Vert-A-Pac	15	21	810259 - 810279	17,452.00	366,492.00
				Total ACF	\$4,428,648.10

EXHIBIT A

Definitive listing of 777 flat cars under Lease of Equipment dated as of
September 1, 1970 as extended

Bethlehem Steel Corporation

<u>Type</u>	<u>C.I.T. Item No.</u>	<u>Qty.</u>	<u>Car No.</u>	<u>Unit Cost</u>	<u>Total Cost</u>
89'4" 70 Ton Standard Level with Hitch Equipment	4	36	158166 - 158176 158227 - 158251	17,324.90	\$ 623,696.40
89'4" 70 Ton Standard Level with Hitch Equipment	5	59	158252 - 158256 158259 - 158278 158280 - 158285 158287 - 158314	17,383.03	1,025,598.77
89'4" 70 Ton Standard Level with 4 Hitches	16	85	157926 - 157943 157945 157948 - 157965 158177 - 158186 158188 - 158206 158208 - 158226	20,036.65	1,703,115.25
89'4" 70 Ton Standard Level Saddleback	26	37	963425 - 963428 963430 - 963462	21,262.65	786,718.05
89'4" 70 Ton Standard Level Auto Rack	36	14	963117 - 963130	15,889.28	222,449.92
				Total Bethlehem	\$4,361,578.39

EXHIBIT A

Definitive listing of 777 flat cars under Lease of Equipment dated as of
September 1, 1970 as extended

Pullman Incorporated

<u>Type</u>	<u>C.I.T. Item No.</u>	<u>Qty.</u>	<u>Car No.</u>	<u>Unit Cost</u>	<u>Total Cost</u>
89'4" 55 Ton, Low Level Auto Rack	2	26	801294 - 801296 801298 801301 - 801306 801308 - 801323	17,438.00	\$ 453,388.00
89'4" 55 Ton, Low Level Auto Rack	3	43	801378 - 801392 801394, 801395 801397 - 801407 801409 - 801423	17,600.00	756,800.00
89'4" 55 Ton, Low Level Auto Rack	6	6	801292 - 801293 801297, 801299 801300, 801307	17,438.00	104,628.00
89'4" 70 Ton Standard Level with Hitch Equipment	7	115	253502, 253505 253508, 253516 253520, 253523 253530 - 253533 253535 - 253538 253540 - 253549 253551 - 253565 253567 - 253580 253582 - 253590 253592 - 253596 253598 - 253619 253621 - 253629 253631 - 253644 253646, 253648 253649	17,313.68	1,991,073.20
89'4" 70 Ton, Standard Level All Purpose	8	80	972881 - 972910 972912 - 972926 972928 - 972932 972934 - 972947 972949 - 972956 972958 - 972965	20,990.71	1,679,256.80
89'4" 70 Ton, Standard Level Auto Rack	9	30	940360 - 940363 940365 - 940379 940381 - 940391	16,275.00	488,250.00
				Total Pullman	\$ 5,473,396.00
				Grand Total	\$14,263,622.49

Schedule of Semi-Annual Rental Payments by Trailer Train Company, Lessee,
to C.I.T. Corporation, Lessor, under Lease of Equipment dated as of September 1,
1970, as extended, pursuant to Section 12 of the Lease, covering 777 flat cars

Extended Term Acquisition Data

<u>Equipment</u>	<u>Units</u>	<u>Total Purchase Price</u>
ACF flat cars	246	\$ 4,428,648.10
Bethlehem flat cars	231	4,361,578.39
Pullman flat cars	<u>300</u>	<u>5,473,396.00</u>
	777	\$ 14,263,622.49

Extended Term Payment Data*

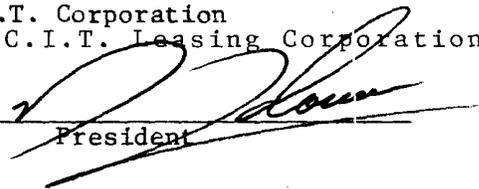
<u>Payment Number</u>	<u>Due Date</u>	<u>Amount</u>	<u>Casualty Value Per Unit</u>
1	March 1, 1986	\$ 412,432.64	15% of Unit Cost
2	September 1, 1986	412,432.64	15% of Unit Cost
3	March 1, 1987	412,432.64	15% of Unit Cost
4	September 1, 1987	412,432.64	15% of Unit Cost
5	March 1, 1988	412,432.64	15% of Unit Cost
6	September 1, 1988	412,432.64	15% of Unit Cost
7	March 1, 1989	412,432.64	15% of Unit Cost
8	September 1, 1989	412,432.64	15% of Unit Cost
9	March 1, 1990	412,432.64	15% of Unit Cost
10	September 1, 1990	412,432.64	15% of Unit Cost

*Based on 2.8915% of the Purchase Price for ten semi-annual payments, subject to adjustments for Casualty Occurrences pursuant to Section 6 of the Lease. An additional three Units were leased for the period September 1, 1985 to March 1, 1986.

Approved:
Trailer Train Company

By 
Robert E. Zimmerman
Vice President and Treasurer

Approved:
C.I.T. Corporation
By C.I.T. Leasing Corporation, as agent

By 
President

STATE OF NEW YORK

COUNTY OF NEW YORK

I, Ira Finkelson, a Notary Public in and for the State and County aforesaid, do hereby certify that Nikita Zdanow and Leo Sheer of C.I.T. Corporation, a Delaware corporation, whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such President and Assistant Secretary respectively, they signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, 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 19th day of March, 1986.



Notary Public

IRA FINKELSON
Notary Public, State of New York
No. 60-0207225
Qualified in Westchester County
Commission Expires March 30, 1986

STATE OF ILLINOIS

COUNTY OF COOK

I, David J. Nalsh a Notary Public in and for the State and County aforesaid, do hereby certify that R. E. ZIMMERMAN and T. D. MARION of Trailer Train Company, whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such VICE PRESIDENT & TREASURER(title) and ASSISTANT SECRETARY (title) respectively, they signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, 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 25th day of March, 1986.

David J. Nalsh
Notary Public