

Pullman Leasing Company

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

Date 1/11/84
Fee \$ 10.00

Warren G. Andersen
Vice President
and General Counsel

ICC Washington, D. C

January 9, 1984

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

RECORDATION NO. 6643-C
Filed 142

JAN 11 1984 2:45 PM

INTERSTATE COMMERCE COMMISSION

Re: Filing
Supplemental Agreement
Dated as of December 1, 1983
Equipment Trust Agreement
Dated as of June 15, 1972
(Series 3)

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 December 1, 1983 to the Equipment Trust Agreement (hereinafter referred to as the "Agreement") dated as of June 15, 1972 between Continental Illinois National Bank and Trust Company of Chicago, as Trustee (hereinafter referred to as the "Trustee") and Pullman Transport Leasing Company. The Agreement was filed with the Commission on June 26, 1972 and was assigned Recordation Number 6643.

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 July 1, 1983 was filed with the Commission on February 23, 1983 and was assigned Recordation No. 6643-N.

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 therefore 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.

Counterpart - William L. McManis

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Warren G. Andersen
Pullman Leasing Company
200 South Michigan Avenue
Chicago, Illinois 60604

January 11, 1984

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 1/11/84 at 2:45PM and assigned re-
recording number(s). 6643-0

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

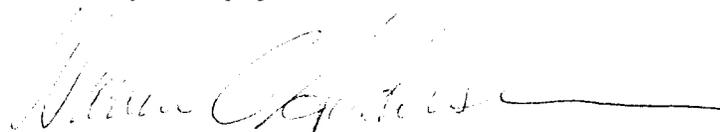
Enclosure(s)

ICC- Office of Recordation
January 9, 1984
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,

A handwritten signature in cursive script, appearing to read "Alan Caplan", followed by a horizontal line extending to the right.

WGA/drs
Enclosures

EXECUTED IN 6 COUNTERPARTS

COUNTERPART NO. 3

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

(Series 3)

SUPPLEMENTAL AGREEMENT NO. 12

Dated as of December 1, 1983

TO

THE EQUIPMENT TRUST AGREEMENT

Dated as of June 15, 1972

BY AND BETWEEN

Continental Illinois National Bank
and Trust Company of Chicago
Trustee

AND

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

RECORDATION NO. 6643-0
Filed 1425
JAN 11 1984 2 55 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT NO. 12

EQUIPMENT TRUST AGREEMENT

DATED AS OF JUNE 15, 1972

(Series 3)

This Supplemental Agreement (hereinafter called the "Supplemental Agreement"), dated as of December 1, 1983 by and between Continental Illinois^{N.Y. & C.} Bank and Trust Company of Chicago, 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 and the Company, originally Pullman Transport Leasing Company, entered into an Equipment Trust Agreement, dated as of June 15, 1972 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, in accordance with Section 5.07 of the Equipment Trust Agreement, the Company has requested that the Trustee permit the Company to change the identification mark and Car Numbers of 96 units of the Trust Equipment which are described as 4,740 Cu. Ft. Capacity 100-ton Covered Hopper Cars and bear the Company's identification Mark KCS.

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 August 8, 1972; Supplemental Agreement dated as of September 26, 1972; Supplemental Agreement dated as of May 22, 1973; Supplemental Agreement No. 4 dated as of

August 15, 1973; Supplemental Agreement No. 2 dated as of March 18, 1974; Supplemental Agreement No. 3 dated as of August 15, 1974; Supplemental Agreement No. 4 dated as of December 1, 1975; Supplemental Agreement No. 5 dated as of January 16, 1976; Supplemental Agreement No. 6 dated as of November 1, 1977; Supplemental Agreement No. 7 dated as of January 1, 1979; Supplemental Agreement No. 8 dated as of November 15, 1979; Supplemental Agreement dated as of February 26, 1981; Supplemental Agreement No. 9 dated as of May 15, 1981; Supplemental Agreement No. 10 dated as of December 1, 1982; and Supplemental Agreement No. 11 dated as of July 15, 1983.

WHEREAS, the Trustee, the Company and PLC desire to enter into the Supplemental Agreement to permit the remarking and renumbering of the units of the Trust Equipment.

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 consisting of three (3) pages which shows the present identification mark and Car Numbers for 96 units of the Trust Equipment and the new identification mark and Car Number which will be substituted therefore on each of such units.
2. The Equipment Trust Agreement, as further amended by the Supplemental Agreement, shall remain 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:

Alice K. Sheehy
Trust Officer

Continental Illinois National Bank
Trust Company of Chicago
as Trustee

By: [Signature]
SECOND Vice President

Attest:

Samuel E. Beirstead
Assistant Secretary

Pullman Leasing Company

By: [Signature]
Vice President

Attest:

Samuel E. Beirstead
Assistant Secretary

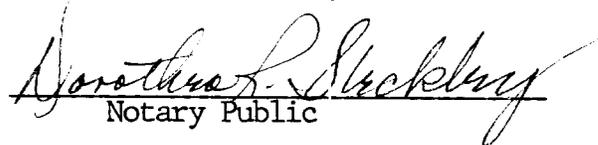
Pullman Rail Leasing, Inc.

By: [Signature]
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 1st day of December, 1983.


Notary Public

My commission expires February 25, 1984.

STATE OF ILLINOIS)
)
COUNTY OF COOK)

I, V. WASHINGTON, a Notary Public in and for such county and state, do hereby certify that J. C. Mull, Jr., personally known to me to be Second Vice President of Continental Illinois National Bank and Trust Company of Chicago, and Alfred E. Greenhouse, 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 Second Vice President 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 22nd day of December, 1983.


Notary Public

My commission expires

My Commission Expires July 2, 1984

EQUIPMENT TRUST #3

SCHEDULE A

CARS RENUMBERED

Original Reporting Car Number		Renumbered to Reporting Car Number	
<u>Initial</u>	<u>Number</u>	<u>Initial</u>	<u>Number</u>
KCS	303704	TLCX	31221
"	303712	"	31222
"	303721	"	31223
"	303747	"	31225
"	303755	"	31226
"	303763	"	31227
"	303771	"	31228
"	303780	"	31229
"	303798	"	31230
"	303801	"	31231
"	303810	"	31232
"	303828	"	31233
"	303836	"	31234
"	303844	"	31235
"	303852	"	31236
"	303861	"	31237
"	303879	"	31238
"	303887	"	31239
"	303895	"	31240
"	303909	"	31241
"	303917	"	31242
"	303925	"	31243
"	303933	"	31244
"	303941	"	31016
"	304425	"	31804
"	304484	"	31810
"	304646	"	31826
"	304697	"	31831
"	304735	"	31835
"	304107	"	31772
"	304115	"	31773
"	304123	"	31774
"	304131	"	31775
"	304140	"	31776
"	304158	"	31777
"	304166	"	31778
"	304174	"	31779
"	304182	"	31780
"	304191	"	31781
"	304212	"	31783
"	304221	"	31784
"	304239	"	31785
"	304247	"	31786
"	304255	"	31787
"	304271	"	31789

EQUIPMENT TRUST #3

CARS RENUMBERED

Original Reporting Car Number		Renumbered to Reporting Car Number	
<u>Initial</u>	<u>Number</u>	<u>Initial</u>	<u>Number</u>
KCS	304280	TLCX	31790
"	304298	"	31791
"	304301	"	31792
"	304310	"	31793
"	304328	"	31794
"	304336	"	31795
"	304344	"	31796
"	304352	"	31797
"	304361	"	31798
"	304379	"	31799
"	304387	"	31800
"	304395	"	31801
"	304409	"	31802
"	304417	"	31803
"	304433	"	31805
"	304441	"	31806
"	304450	"	31807
"	304476	"	31809
"	304492	"	31811
"	304506	"	31812
"	304514	"	31813
"	304522	"	31814
"	304531	"	31815
"	304549	"	31816
"	304557	"	31817
"	304565	"	31818
"	304573	"	31819
"	304581	"	31820
"	304590	"	31821
"	304603	"	31822
"	304611	"	31823
"	304620	"	31824
"	304638	"	31825
"	304654	"	31827
"	304662	"	31828
"	304671	"	31829
"	304689	"	31830
"	304701	"	31832
"	304719	"	31833
"	304727	"	31834
"	304743	"	31836
"	304751	"	31837
"	304760	"	31838
"	304778	"	31839
"	304786	"	31840

EQUIPMENT TRUST #3

CARS RENUMBERED

Original Reporting Car Number		Renumbered to Reporting Car Number	
<u>Initial</u>	<u>Number</u>	<u>Initial</u>	<u>Number</u>
KCS	304794	TLCX	31841
"	304808	"	31842
"	304816	"	31843
"	304824	"	31844
"	304832	"	31845
"	304841	"	31846