

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

RECORDATION NO. 10372-C FILED 1425

DIRECT LINE: (312) 984-3821

THOMAS D. MARION
TREASURER

APR 17 1989 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

April 14, 1989

VIA FEDERAL EXPRESS

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, DC 20423

107A014
Date _____
Fee \$ _____
ICC Washington, D. C.

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C.,
Section 11303(a) and the regulations promulgated thereunder are
three (3) fully executed documents as follows:

Supplemental Agreement No. 3 dated as of March 25, 1989,
a secondary document supplementing the Equipment Trust
Agreement, Series 41 dated as of May 15, 1979.

Parties to these transactions are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Continental Bank, National Association
(Trustee)
30 North LaSalle Street
Chicago, IL 60697

Apr 17 12 18 PM '89
NOTOR OPERATING UNIT

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered
single-platform	FC	24	TTUX	121788
front runner				121805-121827
flatcar	FC	1	TTOX	121802

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

Honorable Noreta R. McGee
April 14, 1989
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Enclosed is our check in the amount of \$13.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 3 being recorded are as follows:

- (1) Equipment Trust Agreement, Series 41, dated May 15, 1979, recorded on May 15, 1979, at 3:10PM, recordation number 10372.
- (2) Equipment Trust Agreement Supplement No. 1 dated August 22, 1979, recorded on September 7, 1979, at 11:50 AM, recordation number 10372-A
- (3) Equipment Trust Agreement Supplement No. 2 dated October 1, 1979, recorded on October 15, 1979, at 1:00 PM, recordation number 10372-B.

A short summary of these Supplement No. 3 to appear in the Index is as follows:

"Supplemental Agreement No. 3 to the Equipment Trust Agreement Series 41, dated March 25, 1989, substituting 25 single-platform front runner flatcars numbered 121788, 121802 and 121805-121827 (inclusive)."

Once the filings have been made, please retain one copy and return the remaining stamped counterparts to me via certified mail.

Sincerely yours,



TDM:map

Enclosures

P.S. Ms. Mildred Lee - Please call Dean Holmes at 312/984-3747 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

Interstate Commerce Commission
Washington, D.C. 20423

4.27.89

OFFICE OF THE SECRETARY

Thomas D. Marion
Treasurer
Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

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 4.17.89 , at 12:15pm , and assigned recordation number(s). 10372-C

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDING NO. 10372-C
APR 17 1989 - 12 15 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT NO. 3 dated as of March 25, 1989, between CONTINENTAL BANK, NATIONAL ASSOCIATION, a corporation duly organized and existing under the laws of the United States of America, as Trustee (hereinafter called the "Trustee"), and TRAILER TRAIN COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, the Trustee and the Company have entered into an Equipment Trust Agreement dated as of May 15, 1979 which was recorded with the Interstate Commerce Commission on May 15, 1979, pursuant to 49 U.S.C. Section 11303(a), providing for the financing of certain equipment as set forth therein;

WHEREAS, the Trustee and the Company have entered into two Supplemental Agreements dated as of August 22, 1979 and October 1, 1979 respectively, whereby the Equipment Trust Agreement was amended and supplemented (said Equipment Trust Agreement, as amended and supplemented, hereinafter called the "Trust Agreement") which were recorded with the Interstate Commerce Commission on September 7, 1979 and October 15, 1979, respectively, pursuant to 49 U.S.C. Section 11303(a);

WHEREAS, in compliance with Section 4.08 of the Trust Agreement, funds were deposited by the Company with the Trustee for the equipment described in Schedule B attached hereto previously declared destroyed by the Company; and

WHEREAS, the Company desires to have the funds so deposited used to purchase the equipment described in Schedule A attached hereto (hereinafter called "Substituted Equipment") as provided in Section 4.06 of the Trust Agreement.

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT NO. 3 WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and transferred to the Company by the Trustee and is no longer subject to the terms and conditions of the Trust Agreement.

SCHEDULE A

EQUIPMENT TRUST AGREEMENT SERIES 41, DATED AS OF 05/15/79
 SUBSTITUTED EQUIPMENT

BUILDER /CAR TYPE	CAR NUMBER	CAR INITIAL	ORIGINAL COST	(A) DATE FIRST PUT INTO USE	(B) DATE OF TRANSFER TO TRUSTEE	# MONTHS USE FROM (A) TO (B)	"FAIR VALUE" **
THRALL CAR MANUFACTURING COMPANY: SINGLE-PLATFORM FRONT RUNNER FLATCAR FOR CARRYING TRAILERS	121786	TTUX	25,452.00	08/20/87	04/19/89	19	\$ 22,765.40
	121802	TTUX	25,452.00	08/20/87	04/19/89	19	22,765.40
	121805	TTUX	25,452.00	08/20/87	04/19/89	19	22,765.40
	121806	TTUX	25,452.00	08/20/87	04/19/89	19	22,765.40
	121807	TTUX	25,452.00	08/20/87	04/19/89	19	22,765.40
	121808	TTUX	25,452.00	08/20/87	04/19/89	19	22,765.40
	121809	TTUX	25,452.00	08/21/87	04/19/89	19	22,765.40
	121810	TTUX	25,452.00	08/21/87	04/19/89	19	22,765.40
	121811	TTUX	25,452.00	08/21/87	04/19/89	19	22,765.40
	121812	TTUX	25,452.00	08/21/87	04/19/89	19	22,765.40
	121813	TTUX	25,452.00	08/24/87	04/19/89	19	22,765.40
	121814	TTUX	25,452.00	08/24/87	04/19/89	19	22,765.40
	121815	TTUX	25,452.00	08/24/87	04/19/89	19	22,765.40
	121816	TTUX	25,452.00	08/24/87	04/19/89	19	22,765.40
	121817	TTUX	25,452.00	08/25/87	04/19/89	19	22,765.40
	121818	TTUX	25,452.00	08/25/87	04/19/89	19	22,765.40
	121819	TTUX	25,452.00	08/25/87	04/19/89	19	22,765.40
	121820	TTUX	25,452.00	08/25/87	04/19/89	19	22,765.40
121821	TTUX	25,452.00	08/26/87	04/19/89	19	22,765.40	
121822	TTUX	25,452.00	08/26/87	04/19/89	19	22,765.40	
121823	TTUX	25,452.00	08/26/87	04/19/89	19	22,765.40	
121824	TTUX	25,452.00	08/26/87	04/19/89	19	22,765.40	
121825	TTUX	25,452.00	08/27/87	04/19/89	19	22,765.40	
121826	TTUX	25,452.00	08/27/87	04/19/89	19	22,765.40	
121827	TTUX	25,452.00	08/27/87	04/19/89	19	22,765.40	
							<u>\$569,135.00</u>

** FAIR VALUE = ORIGINAL COST - (#MONTHS/180 X ORIGINAL COST)

SCHEDULE B

Equipment Trust Agreement, Series 41,
dated as of May 15, 1979
Destroyed Equipment

<u>Car Number</u>	<u>"Fair" Value</u>
<u>On Deposit With Trustee</u>	
981058	\$ 31,731.46
980471	30,184.98
820816	26,472.88
980514	33,621.60
981077	39,807.52
990258	35,664.07
820824	28,075.82
980493	32,934.28
990252	49,949.08
853601	39,089.82
980522	45,100.00
990377	52,390.03
991032	<u>53,204.95</u>
 TOTAL ON DEPOSIT	 <u>\$498,226.49</u>
 <u>Reported Not Yet Deposited</u>	
990361	35,477.96
991029	<u>35,544.27</u>
 TOTAL NOT YET DEPOSITED	 <u>\$ 71,022.23</u>
 GRAND TOTAL	 <u><u>\$569,248.72</u></u>