

14381-B

RECORDATION NO. 14381-B Filed 1425  
DEC 27 1985 12 05 PM

No. 5-381A026  
Date DEC 27 1985  
Fee \$ 10.00  
ICC Washington, D.C.

Agatha Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Enclosed for recordation under the provisions of 49 USC 11303(a) are the original and nine counterparts of a Lease Supplement No. 2 dated as of December 1, 1985 for Trailer Train Trust No. 84-1. This Lease Supplement amends the Equipment Lease dated as of June 1, 1984, originally filed in the office of the Interstate Commerce Commission on July 24, 1984 at 1:05 P.M. and given Recordation No. 14381.

A general description of the railroad cars covered by the enclosed document and intended for use related to interstate commerce is set forth in Schedule 1 attached to this letter and made a part hereof.

The names and addresses of the parties to the Lease Supplement No. 1 are as follows:

- Lessor: Wilmington Trust Company, as  
Trustee under Trailer Train  
Trust No. 84-1  
Rodney Square North  
Wilmington, Delaware 19890
- Lessee: Trailer Train Company  
101 North Wacker Drive  
Chicago, Illinois 60606

The undersigned acted as special counsel in connection with the preparation of the enclosed document and has knowledge of the matters set forth therein.

Please return the original and eight copies of the Lease Supplement No. 1 to Deborah Page, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

A short summary of the enclosed supplemental document to appear in the Index follows:

(Trailer Train Trust No. 84-1)

*C. J. Kessler*  
*Chapman and Cutler*

Lease Supplement No. 1 to Equipment Lease between  
Wilmington Trust Company, as Trustee under Trailer Train Trust  
No. 84-1, as Lessor, Rodney Square North, Wilmington, Delaware  
19890, and Trailer Train Company, as Lessee, 101 North Wacker  
Drive, Chicago, Illinois 60606, covering 476 intermodal flatcars.

Very truly yours,

CHAPMAN AND CUTLER

By Deborah Page  
Deborah Page

Enclosures

DESCRIPTION OF ITEMS OF EQUIPMENT  
TRAILER TRAIN, TRUST NO. 84-1

(First Chicago)

Maximum Aggregate Purchase Price of Equipment: \$15,000,000

Outside Delivery Date: December 27, 1984

- 1) Manufacturer: Thrall Car Manufacturing Company  
 Quantity: ~~99~~ 98  
 Unit Price: \$26,150  
 Place of Delivery: Chicago Heights, Illinois

<u>Description of Equipment</u>	<u>Total Purchase Price</u>	<u>Identifying Mark/Number</u>
Single Platform Frontrunner Intermodal Flatcar	\$2,588,850	TTUX 121254 121307 121257 121313 121261 121316 121266 121320 121270 121323 121276 121333 121280 121337 121282 121340 121284 121342 121286 121344 121288 121348 121296 121350 121298 121353 121302 121356 All even numbers 121360-121498

- 2) Manufacturer: Itel Rail  
 Quantity: 26  
 Unit Price: \$124,750  
 Place of Delivery: Portland, Oregon

<u>Description of Equipment</u>	<u>Total Purchase Price</u>	<u>Identifying Mark/Number</u>
5-Unit Impack Railcar	\$3,243,500	UTTX all even car numbers from 60144-60194

- 3) Manufacturer: Pacific Car and Foundry  
 Quantity: 157  
 Unit Price: \$26,222  
 Place of Delivery: Renton, Washington

<u>Description of Equipment</u>	<u>Total Purchase Price</u>	<u>Identifying Mark/Number</u>
Single Platform Frontrunner Intermodal Flatcar	\$4,116,854	TTUX all even car numbers from 140000 thru 140312

4)   Manufacturer:           Portec Railcar Division  
       Quantity:             100  
       Unit Price:           \$25,950  
       Place of Delivery:   Clinton, Illinois

<u>Description of Equipment</u>	<u>Total Purchase Price</u>	<u>Identifying Mark/Number</u>
Single Platform Frontrunner Intermodal Flatcar	\$2,595,000	TTUX all even car numbers from 135000 thru 135198

5)   Manufacturer:           Trinity Industries  
       Quantity:             ~~95~~ 99  
       Unit Price:           ~~\$25,850~~ ~~25,759~~  
       Place of Delivery:   Bessemer, Alabama

<u>Description of Equipment</u>	<u>Total Purchase Price</u>	<u>Identifying Mark/Number</u>
Single Platform Frontrunner Intermodal Flatcar	<del>\$2,455,750</del> \$2,550,141	TTUX all even car numbers from 145000-145188 <i>and</i> 145288 - 145294

RECORDATION NO. 1438FB Filed 12/25

DEC 27 1985 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

PRP163/LOE/780809-a/120985

LEASE SUPPLEMENT NO. 2

This LEASE SUPPLEMENT NO. 2, dated as of December 1, 1985, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as Trustee under Trailer Train Trust No. 84-1 (the "Lessor"), and TRAILER TRAIN COMPANY, a Delaware corporation (the "Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease dated as of June 1, 1984 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of confirming any change in Base Rentals and Casualty Value.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and the Lessee hereby agree as follows:

1. Section 2.1(a)(ii) of the Lease is hereby amended to read in full as follows:

"(ii) Base Rental. One (1) installment of Base Rental (the "Base Rental") payable in arrears, in an amount equal to 5.374258% of the Purchase Price thereof, followed by thirty-one (31) consecutive semiannual installments of Base Rental payable in arrears, each in an amount equal to 5.385511% of the Purchase Price thereof."

2. Schedule D to the Lease, showing Casualty Values, is hereby amended to read in full as attached hereto.

3. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Equipment Lease dated as of June 1, 1984" or the "Lease dated as of June 1, 1984" without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement unless the context shall otherwise require.

4. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease, except as herein modified, shall be and remain in full force and effect.

5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

[SEAL]

ATTEST:

[Signature]  
Its Assistant Secretary

[SEAL]

ATTEST:

T. D. Mason  
Its Assistant Treasurer

WILMINGTON TRUST COMPANY, not individually but solely as Trustee under Trailer Train Trust No. 84-1

By

[Signature]  
Its Vice President

TRAILER TRAIN COMPANY

By

[Signature]  
Its VICE PRESIDENT AND TREASURER

Consented to as of the date first above written.

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Noteholder, as Secured Party

By

[Signature]  
Its Vice President

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Issuer of Letter of Credit, as Secured Party

By

[Signature]  
Its Vice President

FIRST CHICAGO LEASE HOLDINGS, INC., Trustor

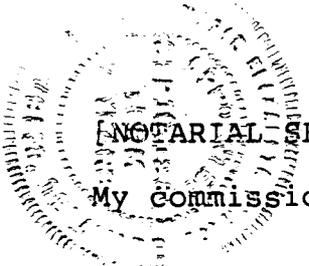
By

[Signature]  
Its Vice President

STATE OF DELAWARE )  
 ) SS  
COUNTY OF New Castle )

On this 24<sup>th</sup> day of December, 1985, before me personally appeared Francis B. Jacobs, II and Arden M. Knott, to me personally known, who being by me duly sworn, say that they are the Vice President and Assistant Secretary, respectively, of WILMINGTON TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maria Elizabeth H. Jorale  
Notary Public



[NOTARIAL SEAL]

My commission expires: 9/10/86

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 14<sup>th</sup> day of December, 1985, before me personally appeared R. E. Zimmerman and J. D. Marion, to me personally known, who being by me duly sworn, say that they are the Vice President & Treasurer and Assistant Treasurers, respectively, of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen K. Shurley  
Notary Public



[NOTARIAL SEAL]

My commission expires:

My Commission Expires November 15, 1988

SCHEDULE OF CASUALTY VALUE

The Casualty Value for an Item of Equipment payable on any Base Rental payment date shall mean an amount equal to the percent of the Purchase Price of such Item set forth opposite such date in the following schedule (as the same may be increased pursuant to Annex 1 to this Schedule D):

<u>Base Rental Payment Date on which Casualty Value is Paid</u>	<u>Percentage of Purchase Price Payable as Casualty Value</u>
January 1, 1986	91.562360%
July 1, 1986	92.609109
January 1, 1987	94.184555
July 1, 1987	94.135678
January 1, 1988	94.552105
July 1, 1988	93.280936
January 1, 1989	92.599734
July 1, 1989	90.810968
January 1, 1990	89.884221
July 1, 1990	87.821811
January 1, 1991	85.660687
July 1, 1991	83.300085
January 1, 1992	80.912028
July 1, 1992	78.375547
January 1, 1993	75.799881
July 1, 1993	73.074438
January 1, 1994	70.297156
July 1, 1994	67.368678
January 1, 1995	64.374867
July 1, 1995	61.228282
January 1, 1996	58.001483
July 1, 1996	54.620456
January 1, 1997	51.144326
July 1, 1997	47.511735
January 1, 1998	43.765596
July 1, 1998	39.892022
January 1, 1999	36.003588
July 1, 1999	32.102373
January 1, 2000	28.246533
July 1, 2000	24.312412
January 1, 2001	20.000000

(Trailer Train Trust No. 84-1)

ANNEX 1 TO SCHEDULE D  
(to Equipment Lease)

The percentages set forth in Table 1 to this Schedule D have been computed without regard to recapture of the Investment Credit provided for in Section 38 and related sections of the Internal Revenue Code of 1954, as amended. Consequently, the Casualty Value of any Item of Equipment suffering a Casualty Occurrence on or before the first five anniversary dates following the date of delivery and acceptance of such Item shall be increased by the applicable percentage of the Purchase Price set forth below:

<u>Anniversary of Delivery and Acceptance</u>	<u>Percentage of Purchase Price</u>
1st	19.8059%
2nd	15.8447
3rd	11.8835
4th	7.9224
5th	3.9612