

14383-A

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RECORDATION NO. 14383-A Filed 1425

Agatha Mergenovich
Interstate Commerce Commission
Washington, D.C.

DEC 19 1984 -3 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Enclosed for recordation under the provisions of 49 USC 11303(a) are the original and eleven counterparts of a Lease Supplement No. 1 dated as of December 1, 1984. The Equipment Lease to which said Lease Supplement No. 1 relates is dated as of June 1, 1984 and was filed with your office at 1:05 P.M. on July 24, 1984 and given Recordation No. 14383. Said Lease Supplement No. 1 is a secondary document.

A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Wilmington Trust Company,
as Trustee under Trailer
Train Trust No. 84-2
Rodney Square North
Wilmington, Delaware 19890

Lessee: Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

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RECORDATION

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

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

Also enclosed is a check in the amount of \$ 10 - covering the required recording fee.

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

CT. Kowalski

Lease Supplement No. 1 between Wilmington Trust Company, as Trustee under Trailer Train Trust No. 84-2, as Lessor, Rodney Square North, Wilmington, Delaware 19890, and Trailer Train Company, as Lessee, 101 North Wacker Drive, Chicago, Illinois 60606, covering three Intermodal Flatcars.

Very truly yours,

WILMINGTON TRUST COMPANY, not in
its individual capacity but
solely as Trustee under
Trailer Train Trust No. 84-2

By 
ITS Financial Services Officer

LESSOR AS AFORESAID

Enclosures

DESCRIPTION OF EQUIPMENT

Four Single Platform Frontrunner Intermodal Flatcars
Marked and Numbered TTUX 145289, 145291 and 145293

DEC 19 1984 -3 15 PM

LEASE SUPPLEMENT NO. 1

INTERSTATE COMMERCE COMMISSION

This LEASE SUPPLEMENT NO. 1, dated as of December 1, 1984, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Trustee under Trailer Train Trust No. 84-2 (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 contemplates that it may be amended from time to time by the parties thereto, written consent of the secured parties as hereinafter provided; and the parties thereto now desire to amend the Lease for the purpose of adding the Items of Equipment hereinafter identified to be accepted and leased under the Lease, on and subject to all the terms set forth in the Lease.

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

1. Item 5 of Schedule A to the Lease is hereby amended to read in full as follows:

"(5) Manufacturer: Trinity Industries
Quantity: 98
Unit Price: \$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 Inter-modal Flatcar	\$2,524,382	TTUX all odd car numbers from 145001-145189 and 145289-145293, inclusive"

2. 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.

3. 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.

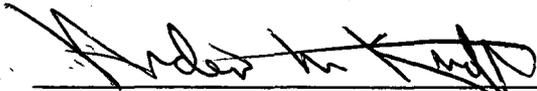
4. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

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.

WILMINGTON TRUST COMPANY, not
in its individual capacity but
solely as Trustee under Trailer
Train Trust No. 84-2

[SEAL]

ATTEST:



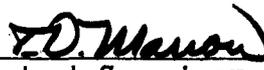
Its Assistant Secretary

By 

Its Financial Services Officer

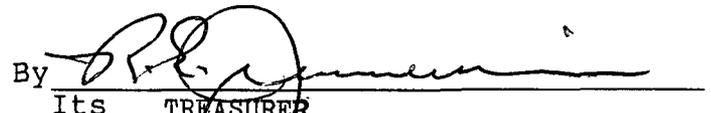
[SEAL]

ATTEST:



Its Assistant Secretary

TRAILER TRAIN COMPANY

By 

Its 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 
Its Vice President

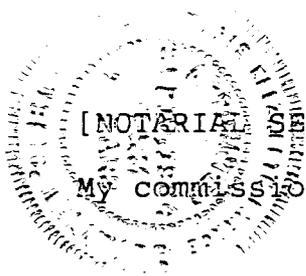
CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO, as Issuer of Letter
of Credit, as Secured Party

By 
Its Vice President

STATE OF DELAWARE)
COUNTY OF New Castle) SS

On this 18th day of December 1984, before me personally appeared Arden M. Knott and Bruce C. Townsend, to me personally known, who being by me duly sworn, say that they are the Financial Services Officer 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.

Marie Elizabeth Tarace
Notary Public



[NOTARIAL SEAL]

My commission expires: September 10, 1986

STATE OF ILLINOIS)
COUNTY OF COOK) SS

On this 14th day of December, 1984, before me personally appeared R. E. Zimmerman and T. D. MATION, to me personally known, who being by me duly sworn, say that they are the TREASURER and ASSISTANT SECRETARY, 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.

Christy L. Knutson
Notary Public

[NOTARIAL SEAL]

My commission expires: November 15, 1988

