

RECORDATION NO. 14384-A Filed 12/25

14384-A
#10

DEC 19 1984 - 3 15 PM

Agatha Mergenovich
Interstate Commerce Commission INTERSTATE COMMERCE COMMISSION
Washington, D.C.

DEC 19 3 05 PM '84
MOTOR VEHICLE
ICC OFFICE

Dear Ms. Mergenovich:

Enclosed for recordation under the provisions of 49 USC 11303(a) are the original and eleven counterparts of a Security Agreement Supplement No. 1 dated as of December 1, 1984. The Security Agreement to which said Security Agreement 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. 14384. Said Security Agreement 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:

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

Secured Parties: Continental Illinois National Bank
and Trust Company of Chicago,
as Note Purchaser
231 South LaSalle Street
Chicago, Illinois 60697

Continental Illinois National Bank
and Trust Company of Chicago,
as Letter of Credit Issuer
231 South LaSalle Street
Chicago, Illinois 60697

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

Please return the original and ten copies of the Security Agreement 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.

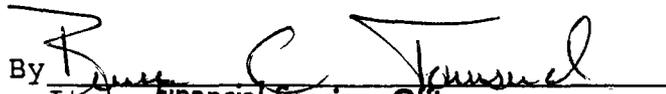
Christina Page

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

Security Agreement Supplement No. 1 from Wilmington Trust Company, as Trustee under Trailer Train Trust No. 84-2, as Debtor, Rodney Square North, Wilmington, Delaware 19890, to Continental Illinois National Bank and Trust Company of Chicago, as Note Purchaser, 231 South LaSalle Street, Chicago, Illinois 60697, and Continental Illinois National Bank and Trust Company of Chicago, as Letter of Credit Issuer, 231 South LaSalle Street, Chicago, Illinois 60697, as Secured Parties, 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

DEBTOR AS AFORESAID

Enclosures

DESCRIPTION OF EQUIPMENT

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

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 INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 1

This SECURITY AGREEMENT SUPPLEMENT NO. 1, dated as of December 1, 1984, among WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Trustee under Trailer Train Trust No. 84-2 (the "Debtor"), CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Note Purchaser, and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Letter of Credit Issuer (collectively, the "Secured Parties");

WITNESSETH:

The Debtor and the Secured Parties have heretofore entered into that certain Security Agreement dated as of June 1, 1984 (the "Security Agreement"). The terms used herein are used with the meanings specified in the Security Agreement.

The Security Agreement contemplates that it may be amended from time to time by the parties thereto, and the parties thereto now desire to amend the Security Agreement for the purpose of adding the Items of Equipment hereinafter identified as additional collateral security thereunder, on and subject to all the terms set forth in the Security Agreement.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Debtor and the Secured Parties hereby agree as follows:

1. Item 5 of Schedule 2 to the Security Agreement 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 Security Agreement Supplement may refer to the

"Security Agreement dated as of June 1, 1984" without making specific reference to this Security Agreement Supplement, but nevertheless all such references shall be deemed to include this Security Agreement Supplement unless the context shall otherwise require.

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

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

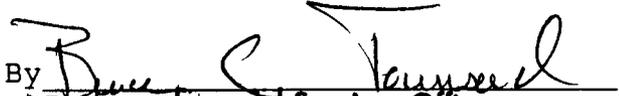
IN WITNESS WHEREOF, the Debtor and the Secured Parties have caused this Security Agreement Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

WILMINGTON TRUST COMPANY, not individually but solely as Trustee under Trailer Train Trust No. 84-2

[SEAL]

ATTEST:

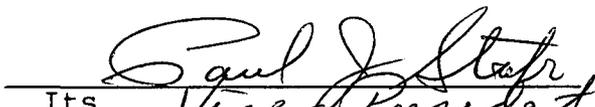

Its Assistant Secretary

By 
Its Financial Services Officer

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

[SEAL]

ATTEST:


Its Vice President

By 
Its Vice President

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

[SEAL]

ATTEST:

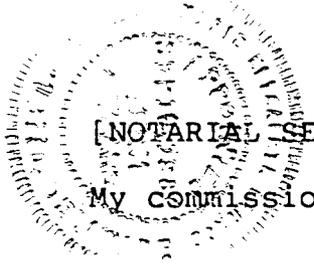

Its Vice President

By 
Its Vice President

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) SS

On this 18th day of December, 1984, before me personally appeared Bruce C. Townsend and Arden M. Knott, 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.

Maria Elizabeth Jance
Notary Public

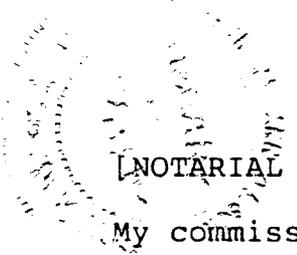


[NOTARIAL SEAL]
My commission expires: September 10, 1986

STATE OF ILLINOIS)
COUNTY OF COOK) SS

On this 17th day of December, 1984, before me personally appeared Dwight S. Brackett and Paul J. Stahr, to me personally known, who being by me duly sworn, say that they are the Vice President and Vice President, respectively, of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, 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.

Katherine Ann Olson
Notary Public

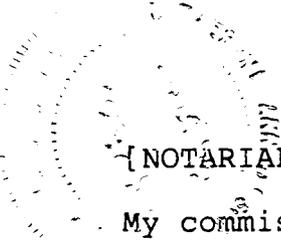


[NOTARIAL SEAL]
My commission expires: September 24, 1986

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 17th day of December, 1984, before me personally appeared Dwight S. Brackett and Paul J. Stahr, to me personally known, who being by me duly sworn, say that they are the Vice President and Vice President, respectively, of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, 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.


Notary Public



[NOTARIAL SEAL]

My commission expires: September 24, 1986