

**TRAILER TRAIN
COMPANY**

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

December 15, 1981

1-351A031

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 12345-A Filed 1478

No.
Date **DEC 17 1981**

DEC 17 1981 10 20 AM

Fee \$ 10.00
OH

Dear Secretary:

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Enclosed for recordation pursuant to Section 11303 of Title 49 of the U.S. Code are 5 counterparts of Equipment Trust Agreement, Series 43, Supplement No. 3 dated as of December 15, 1981. This document is a secondary document, and a summary description is given below.

Prior recordations relating to this Supplement No. 3 were made on October 27, 1980 at 10:55 a.m., recordation number 12345 (the primary document recordation), August 17, 1981 at 12:40 p.m., recordation number 12345-A, and November 10, 1981 at 11:45 a.m., recordation number 12345-B and 12345-C.

The general description of the railroad rolling stock covered by the enclosed Equipment Trust Agreement Supplement No. 3 is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties to said Equipment Trust Agreement are as follows:

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

Trustee: Continental Illinois National Bank
and Trust Company of Chicago
30 North La Salle Street
Chicago, Illinois 60693

DEC 17 10 15 AM '81

Please return 4 counterparts of the Equipment Trust Agreement Supplement to the undersigned at the above address.

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

7 A short summary of the document to appear in the index follows:
Equipment Trust Series 43 Supplement No. 3 to include 2 additional cars in the Agreement.

The undersigned is the Company named above and has knowledge of the matters set forth in the enclosed documents.

Sincerely,

TRAILER TRAIN COMPANY

By J.D. Marion
Its Assistant Treasurer

C. [Signature]

Interstate Commerce Commission
Washington, D.C. 20423

12/17/81

OFFICE OF THE SECRETARY

T.D. Marion
Assistant 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 **12 17/81** at **10:20am**, and assigned re-
recording number(s). **12345-D**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

DEC 17 1981 10 20 AM

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 3 ^{dated as of} December 15, 1981, by and between CONTINENTAL NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association organized and existing under the laws of the United States of America, as Trustee (hereinafter called the Trustee) and TRAILER TRAIN COMPANY, a Delaware corporation (hereinafter called the Company).

WHEREAS, the parties hereto have entered into (1) an Equipment Trust Agreement dated as of October 22, 1980 (hereinafter called the Trust Agreement) providing for the sale, transfer and delivery to the Trustee of certain railroad equipment described in Schedule A thereto, (2) a Supplement No. 1 dated as of August 1, 1981 supplementing and restating Schedule A thereto, (3) a Supplemental Agreement dated as of November 1, 1980, whereby the Trustee and the Company agreed that the Company may enter into an agreement granting a subordinated security interest in the Trust Equipment, and (4) a Subordinated Security Agreement between the Company and Mellon International Leasing Co. dated as of November 1, 1981 granting such subordinated security interest; and

WHEREAS, the Trust Agreement has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the U.S. Code on October 27, 1980, at 10:55 a.m. and assigned recordation number 12345, the Supplement No. 1 has been filed and recorded on August 17, 1981 at 12:40 p.m. and assigned recordation number 12345-A, and the Supplement dated as of November 1, 1980 has been filed and recorded on November 10, 1981 at 11:45 a.m. and assigned recordation number 12345-B and the Subordinated Security Agreement dated as of November 1, 1981 has been filed and recorded on November 10, 1981 at 11:45 a.m. and assigned recordation number 12345-C; and

WHEREAS the parties hereto desire to further supplement Schedule A of the Trust Agreement to add two intermodal cars (as more fully described in Schedule A) numbered 110011 and 110012; and

WHEREAS this inclusion of equipment is authorized by the second paragraph of Section 4.01 of the Trust Agreement and the entering into of this Supplement No. 3 by the Trustee and the Company without the consent of the holder of the Trust Certificates issued pursuant to the Trust Agreement is authorized by Section 12.01 of the Trust Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

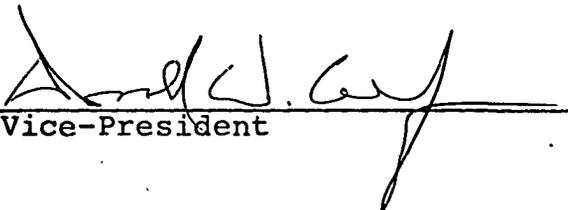
- (1) Schedule A is hereby supplemented and restated in its entirety as set forth in Exhibit 1 hereto, and
- (2) The Company will promptly cause this Supplement No. 3 to be filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the U.S. Code and in accordance with the terms of Section 5.03 of the Trust Agreement.

Except as supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Supplement may refer to the "Equipment Trust Agreement dated as of October 22, 1980" without making specific reference to this Supplement, but nevertheless all such references shall be deemed to include this Supplement unless the context shall otherwise require.

IN WITNESS WHEREOF, the Company and the Trustee 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.

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO as Trustee

By 
Vice-President

(Corporate Seal)

Attest:


Trust Officer

TRAILER TRAIN COMPANY

By 
Treasurer

(Corporate Seal)

Attest:


Assistant Secretary

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

On this 16th day of December, 1981, before me personally appeared DONALD W. ALVIN, to me personally known, who, being by me duly sworn, says that he is a Vice-President 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



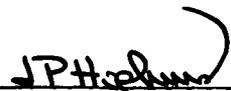
Notary Public

(Notarial Seal)

My Commission Expires: My Commission Expires July 2, 1984

(STATE OF ILLINOIS)
(COUNTY OF COOK) SS.

On this 15th day of December, 1981, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Treasurer 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My Commission Expires:

My Commission Expires December 27, 1983

SCHEDULE A

<u>Type</u>	<u>Mechanical Designation</u>	<u>Quantity</u>	<u>Company Car Numbers (all inclusive)</u>
68', 100-ton capacity, hydraulic draft gear, flush deck flatcar with bulkheads Manufacturer: Bethlehem Steel Corporation	FC	145	82290-82434
68', 100-ton capacity, hydraulic draft gear, flush deck flatcar with bulkheads Manufacturer: Thrall Car Manufacturing Company	FC	325	82435-82759
188' 2" 4-deck intermodal flatcar with single-axle trucks and four hitches Manufacturer: ACF Industries, Inc.	FC	101	60000-60100 (Decks A-D)
147' ½", 3-deck articulated intermodal flatcar with standard trucks and 3 hitches Manufacturer: Whitehead & Kales	FC	1	110011 (Decks A-C)
195' 10 ¾", 4-deck intermodal flatcar with single-axle trucks and four hitches Manufacturer: Pullman, Inc.	FC	1	110012 (Decks A-D)
		<u>573</u>	