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DAVIS POLK & WARDWELL

1 CHASE MANHATTAN PLAZA  
NEW YORK, N.Y. 10005

212-530-4000  
FAX 212-530-4800

WRITER'S DIRECT NUMBER

499 PARK AVENUE  
NEW YORK, N Y 10022

1300 I-STREET, N W  
WASHINGTON, D C 20005

4, PLACE DE LA CONCORDE  
75008 PARIS

1 FREDERICK'S PLACE  
LONDON EC2R 8AB

2-1, MARUNOUCHI 1-CHOME  
CHIYODA-KU, TOKYO 100

MESSEURM  
6000 FRANKFURT AM MAIN 1

June 17, 1991

Re: Trailer Train Company - Supplement No. 2  
to Mortgage of Rolling Stock  
to Secure Series 51 Equipment  
Trust Certificates

Interstate Commerce Commission  
12th St. and Constitution Ave., N.W.  
Washington, D.C. 20423

Attention: Noretta R. McGee, Secretary

Dear Madam Secretary:

I have enclosed two fully executed and acknowledged originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a supplement to the mortgage dated as of May 2, 1991, as filed with the Interstate Commerce Commission ("ICC") on May 2, 1991 at 9:25 A.M., Recordation Number 17295, and is a "secondary document" as defined in the applicable regulations.

The names and addresses of the parties to the documents are as follows:

Mortgagor: Trailer Train Company  
101 North Wacker Dr.  
Chicago, Ill. 60606

Mortgagee: Mercantile-Safe Deposit and Trust Company,  
Trustee  
Two Hopkins Plaza  
Baltimore, Md. 21201

17295/B  
RECORDATION NO. FILED 1025

JUN 17 1991 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

JUN 17 2 10 PM '91  
RECORDATION UNIT

*Claremont R. H. Pitt*

June 17, 1991

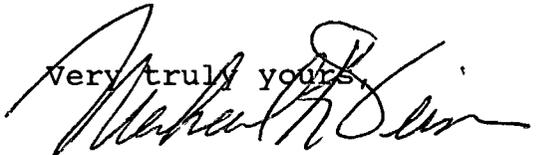
The equipment covered by the document is (i) five-unit articulated all-purpose spine flatcars with retractable hitches for carrying cargo containers and highway trailers, (ii) five-unit articulated double-stack container-well flatcars for carrying cargo containers, (iii) single-unit double-stack container-well flatcars for carrying cargo containers and (iv) railroad flatcars of comparable or better utility substituted therefor, but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company.

A fee of fifteen dollars (\$15.00) is enclosed. Please return one of the originals to me at Davis Polk & Wardwell, 1 Chase Manhattan Plaza, New York, NY 10005.

A short summary of the document to appear in the index follows:

A supplement to the mortgage dated as of May 2, 1991 between Trailer Train Company, 101 North Wacker Drive, Chicago, Illinois, 60606, and Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland, 21201, as filed with the ICC on May 2, 1991 at 9:25 a.m., Recordation Number 17295, and securing Series 51 Equipment Trust Certificates, for (i) five-unit articulated all-purpose spine flatcars with retractable hitches for carrying cargo containers and highway trailers, (ii) five-unit articulated double-stack container-well flatcars for carrying cargo containers, (iii) single-unit double-stack container-well flatcars for carrying cargo containers and (iv) railroad flatcars of comparable or better utility substituted therefor, but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company.

Very truly yours,



Michael K. Vernier  
Attorney for  
Trailer Train Company

6/17/91

**Interstate Commerce Commission**  
Washington, D.C. 20423

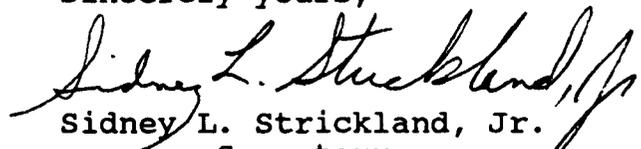
OFFICE OF THE SECRETARY

Michael K. Vernier  
Davis, Polk & Wardwell  
1 Chase Manhattan Plaza  
New York, N.Y. 10005

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 6/17/91 at 2:15pm, and assigned recordation number(s). 17295-A & 17295-B

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

SUPPLEMENT NO. 2 TO  
MORTGAGE OF ROLLING STOCK  
TO SECURE SERIES 51  
EQUIPMENT TRUST CERTIFICATES  
OF TRAILER TRAIN COMPANY

RECORDATION NO. 172951B  
JUN 17 1991 - 2:15 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT No. 2 ("Supplement") to the Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of Trailer Train Company dated as of May 2, 1991, as filed with the ICC on May 2, 1991 at 9:25 a.m., Recordation Number 17295, and deposited in the Office of the Registrar General of Canada on May 6, 1991 at 1:20 p.m. ("Mortgage"), by TRAILER TRAIN COMPANY, a Delaware corporation ("Company"), whose address is 101 North Wacker Drive, Chicago, Illinois 60606, to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, whose address is Two Hopkins Plaza, Baltimore, Maryland 21201, and its successors and assigns as trustee ("Trustee") under an Equipment Trust Agreement dated as of April 15, 1991 ("Agreement") between the Company and the Trustee;

WHEREAS, terms defined in the Agreement and not otherwise defined herein have, as used herein, the respective meanings provided for therein; and

WHEREAS, the Agreement provides that on a Deposited Cash Takedown Date, in the case of Equipment not described on Appendix A to the Mortgage as originally executed, a supplement to the Mortgage describing such Equipment and subjecting such Equipment to the Mortgage shall be executed and delivered by the Company and filed with the ICC pursuant to 49 U.S.C. §11303;

NOW THEREFORE, the Company hereby grants, mortgages and pledges to the Trustee, for the equal and ratable security and benefit of the Holders, from time to time, of the Series 51 Equipment Trust Certificates ("Certificates") of the Company issued pursuant to the Agreement, without priority of any one Certificate over any other, a security interest in and mortgage lien on all estate, right, title and interest of the Company in, to and under the rolling stock described in Appendix A to this Supplement and the proceeds thereof.

The security interest and mortgage herein granted does not include any special devices, racks or assemblies, at any time attached to any such rolling stock, the title to which is in any person other than the Company.

This Supplement shall be construed as supplemental to the Mortgage and shall form a part thereof and the Mortgage is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the Company and the Trustees  
have caused this instrument to be duly executed, as of this  
17th day of June, 1991.



TRAILER TRAIN COMPANY

By: *R. E. Zimmerman*  
Name: Robert E. Zimmerman  
Title: Vice President &  
Chief Financial Officer

[CORPORATE SEAL]

Attest:

\_\_\_\_\_  
Name:  
Title: Corporate Trust  
Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, TRUSTEE

By: \_\_\_\_\_  
Name:  
Title:

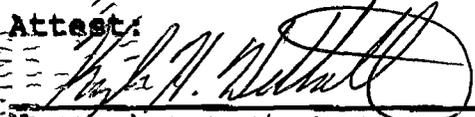
IN WITNESS WHEREOF, the Company and the Trustee  
have caused this instrument to be duly executed, as of this  
17th day of June, 1991.

**TRAILER TRAIN COMPANY**

By: \_\_\_\_\_  
Name:  
Title:

[CORPORATE SEAL]

Attest:

  
Name: **KYLE H. WETTERHOLD**  
Title: Corporate Trust  
Officer

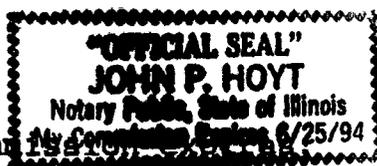
**MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, TRUSTEE**

By:   
Name: James A. Adams  
Title: Corporate Trust Officer

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

On this 14<sup>th</sup> day of JUNE 1991 before me personally appeared Robert E. Zimmerman to me personally known, who being by me duly sworn, says that he is the Vice President & Chief Financial Officer of TRAILER TRAIN COMPANY, a Delaware corporation, that the seal affixed to the foregoing Supplement No. 1 to Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of Trailer Train Company 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.

[Seal]



My Commission Expires

John P. Hoyt  
Notary Public

STATE OF MARYLAND )  
 ) SS.:  
COUNTY OF BALTIMORE )

On this \_\_\_ day of \_\_\_\_\_ 1991 before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Supplement No. 1 to Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of Trailer Train Company 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.

[Seal]

\_\_\_\_\_  
Notary Public

My Commission expires:



ET513  
06/13/91

APPENDIX A

TRAILER TRAIN COMPANY  
EQUIPMENT TRUST AGREEMENT SERIES 51  
DATED AS OF APRIL 15, 1991  
CLOSING #3, DATED JUNE 18, 1991

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
<b>GUNDERSON, INC.</b>					
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	16	80	73693-73708.	MAY, '91	T-4A90-F
<b>THRALL CAR MANUFACTURING</b>					
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	45	225	72697,72699, 72700-72740, 72742,72743.	APR.-MAY, '91	T-4090-T
<b>TRINITY INDUSTRIES</b>					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING TRAILERS OR CONTAINERS- TTAX.	36	180	76707-76710, 76712-76743.	MAY, 1991	T-4090-P
<b>TOTAL</b>	<b>97</b>	<b>485</b>			