

DAVIS POLK & WARDWELL

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NEW YORK, N. Y. 10005

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1300 I STREET, N W
WASHINGTON, D C 20005

4, PLACE DE LA CONCORDE
75008 PARIS

1 FREDERICK'S PLACE
LONDON EC2R 8AB

RECORDATION NO. 17295
FILED JUN 28 1991
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CHIYODA-KU, TOKYO 100

WRITER'S DIRECT NUMBER

JUN 28 1991 - 9:30 AM

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6000 FRANKFURT AM MAIN I

INTERSTATE COMMERCE COMMISSION

June 28, 1991

1-179A002

Re: Trailer Train Company - Supplement No. 3
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

JUN 28 9 13 AM '91
MORTGAGE DIVISION

Attention: Noreta 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

Enclosed Kri Sochi

June 28, 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,


Bruce K. Dallas
Attorney for
Trailer Train Company

Interstate Commerce Commission
Washington, D.C. 20423

6/28/91

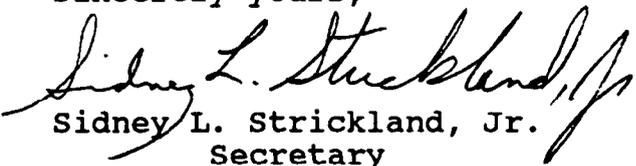
OFFICE OF THE SECRETARY

Bruce K Dallas
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 6/28/91 at 9:20am, and assigned recordation number(s) 17295-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 17295
FILED MAR

JUN 28 1991 -9 20 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3 TO
MORTGAGE OF ROLLING STOCK
TO SECURE SERIES 51
EQUIPMENT TRUST CERTIFICATES
OF TRAILER TRAIN COMPANY

SUPPLEMENT No. 3 ("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 Trustee have caused this instrument to be duly executed, as of this 28th day of June, 1991.

TRAILER TRAIN COMPANY

By: Thomas D. Marion
Name: Thomas D. Marion
Title: Treasurer

[CORPORATE SEAL]

Attest:

Name:
Title: Corporate Trust
Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, TRUSTEE

By: _____
Name:
Title:

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 Trustee have caused this instrument to be duly executed, as of this 28th day of June, 1991.

TRAILER TRAIN COMPANY

By: _____
Name: _____
Title: _____



[CORPORATE SEAL]

Attest:

Robert D. Brown

Name:

Title: Corporate Trust
Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, TRUSTEE

By: John M. Mitchell

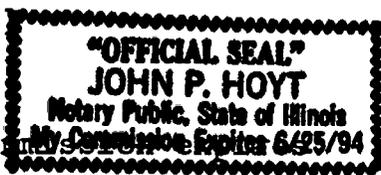
Name: John M. Mitchell

Title: VICE PRESIDENT

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

On this 25th day of June 1991 before me personally appeared Thomas D. Marion to me personally known, who being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY, a Delaware corporation, that the seal affixed to the foregoing Supplement No. 3 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. 3 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:

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

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 TRAILER TRAIN COMPANY, a Delaware corporation, that the seal affixed to the foregoing Supplement No. 3 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:

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

On this 28TH day of JUNE 1991 before me personally appeared John M. Mitchell to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Supplement No. 3 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]

Richard R. Papp
Notary Public

My Commission expires: OCT 22 1994

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06/21/91

APPENDIX A

TRAILER TRAIN COMPANY
EQUIPMENT TRUST AGREEMENT SERIES 51
DATED AS OF APRIL 15, 1991
CLOSING #4, DATED JUNE 28, 1991

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
THRALL CAR MANUFACTURING					
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	26	130	72741, 72744-72767, 72769.	JUNE, '91	T-4090-T
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING TRAILERS OR CONTAINERS- TTAX.	27	135	77325, 77327-77330, 77332-77350, 77352,77355, 77357.	JUNE, '91	T-5090-T
TOTAL	53	265			