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75008 PARIS
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FREDERICK'S PLACE
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CHIYODA-KU, TOKYO 100
(03) 201-8421

WRITER'S DIRECT NUMBER

RECORDATION NO 16654-A FILED 1425 0-157A001

JUN 6 1990 -9 25 AM

INTERSTATE COMMERCE COMMISSION

June 6, 1990

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

Re: Trailer Train Company - Mortgage of Rolling
Stock to Secure Series 49-B Equipment
Trust Certificates

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 an amendment dated June 6, 1990, to a mortgage dated December 18, 1989, and is a "secondary document" as defined in the applicable regulations.

The primary document to which this is connected is recorded under Recordation No. 16654.

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

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

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

PHOTOCOPIED FROM UNIT
JUN 6 9 19 AM '90

Lawrence D. Ward
Chantrelle

June 6, 1990

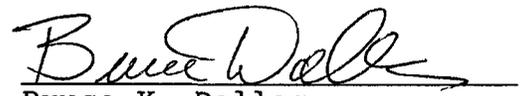
The equipment covered by the document is five-platform articulated all-purpose spine flat cars with retractable hitches for carrying trailers or containers, or other cars of comparable or better utility (which may include special use cars), but shall not include any special devices, racks or assemblies, 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, 1300 I St., N.W., Washington, D.C., 20005.

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

An amendment dated June 6, 1990, to a mortgage between Trailer Train Company, 101 North Wacker Drive, Chicago, Illinois, 60606, and Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland, 21201, dated December 18, 1989, and securing Series 49-B Equipment Trust Certificates, for five-platform articulated all-purpose spine flat cars with retractable hitches for carrying trailers or containers, or other cars of comparable or better utility (which may include special use cars), but not including 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

6/6/90

OFFICE OF THE SECRETARY

Bruce K. Dallas
Davis Polk & Wardwell
1300 I St. N.W.
Washington, D.C. 20005

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 6/6/90 at 9:25^{am}, and assigned recordation number(s). 16654-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

AMENDMENT DATED June 6, 1990 TO
MORTGAGE (Recordation No. 16654)
DATED DECEMBER 18, 1989 OF ROLLING
STOCK TO SECURE SERIES 49-B
EQUIPMENT TRUST CERTIFICATES
OF TRAILER TRAIN COMPANY

RECORDATION NO. 16654-A
FILED 1990
JUN 6 1990 -9 25 AM
INTERSTATE COMMERCE COMMISSION

TRAILER TRAIN COMPANY, a Delaware corporation ("Company"), whose address is 101 North Wacker Drive, Chicago, Illinois 60606 and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, as Trustee, whose address is Two Hopkins Plaza, Baltimore, Maryland 21201, hereby amend the Mortgage dated December 18, 1989, (Recordation No. 16655), in respect of the Series 49-B Equipment Trust Certificates ("Certificates") of the Company, issued pursuant to an Equipment Trust Certificate Agreement dated as of December 18, 1989 ("Agreement"), by amending and restating Appendix A thereto as set forth in Appendix A hereto.

THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

This Amendment 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. The Mortgage, as amended by this Amendment, along with the Agreement and the Certificates, although each are separate instruments, constitutes the entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this 6th day of June, 1990.

TRAILER TRAIN COMPANY

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

[CORPORATE SEAL]

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, TRUSTEE

Attest:

By: R.E. Schreiber
Name: R.E. Schreiber
Title: Vice President

Name:
Title: Corporate Trust Officer

AMENDMENT DATED June 6, 1990 TO
MORTGAGE (Recordation No. 16654)
DATED DECEMBER 18, 1989 OF ROLLING
STOCK TO SECURE SERIES 49-B
EQUIPMENT TRUST CERTIFICATES
OF TRAILER TRAIN COMPANY

TRAILER TRAIN COMPANY, a Delaware corporation ("Company"), whose address is 101 North Wacker Drive, Chicago, Illinois 60606 and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, as Trustee, whose address is Two Hopkins Plaza, Baltimore, Maryland 21201, hereby amend the Mortgage dated December 18, 1989, (Recordation No. 16655), in respect of the Series 49-B Equipment Trust Certificates ("Certificates") of the Company, issued pursuant to an Equipment Trust Certificate Agreement dated as of December 18, 1989 ("Agreement"), by amending and restating Appendix A thereto as set forth in Appendix A hereto.

THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

This Amendment 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. The Mortgage, as amended by this Amendment, along with the Agreement and the Certificates, although each are separate instruments, constitutes the entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this 6th day of June 1990.

TRAILER TRAIN COMPANY

By: _____
Name:
Title:

[CORPORATE SEAL]

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, TRUSTEE

Attest:



Name: **Amelia E. Zukowski**
Title: Corporate Trust Officer

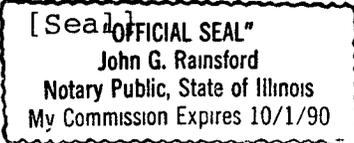
By: 

Name: R.E. Schreiber
Title: Vice President

STATE OF ILLINOIS

COUNTY OF COOK ss:

On this 30TH day of May 1990 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 Mortgage of Rolling Stock Secure Series 49-B 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.



John G. Rainsford
Notary Public

My Commission expires 10/1/90

STATE OF MARYLAND

COUNTY OF Baltimore ss:

On this 24th day of May 1990 before me personally appeared Russell E. Schreiber to me personally known, who being by me duly sworn, says that he is a vice president of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Mortgage of Rolling Stock to Secure Series 49-B 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]

L. Mandelick
Notary Public

My Commission expires 12-27-93

TRAILER TRAIN COMPANY EQUIPMENT TRUST AGREEMENT SERIES 498
DATED AS OF DECEMBER 18, 1989
FINAL EQUIPMENT LIST

BUILDER/ CAR TYPE	QUANTITY	CAR NUMBERS (INCLUSIVE)	DELIVERY PERIOD	CONTRACT
BETHLEHEM STEEL CORP. :				
FIVE-PLATFORM ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING TRAILERS OR CONTAINERS - TTAX.	33	78111-78118, 78120-78144.	JAN., 1990.	T-5088-B
	69	78206-78208, 78211,78213, 78214,78216, 78218-78272, 78274-78280.	MARCH-APRIL, '90	T-5088-B
THRALL CAR MANUFACTURING CO. :				
FIVE-PLATFORM ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING TRAILERS OR CONTAINERS - TTAX.	102	77000-77061, 77063-77087, 77089-77102, 77105.	MARCH-MAY, '90	T-4089-T
TRINITY INDUSTRIES, INC. :				
FIVE-PLATFORM ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING TRAILERS OR CONTAINERS - TTAX.	38	76093-76120, 76183-76192.	JAN.-FEB., '90	T-1089-P
	16	76222, 76224-76229, 76251-76259.	MARCH-APRIL, '90	T-1089-P
	31	76260-76278, 76280-76290, 76378.	APRIL-MAY, '90	T-5A89-P
	<u>289</u>			