

RECORDED BY 5889-I  
FILED 1125

No. 9-2651938  
Date DEC 31 1979  
Fee \$ 10.00  
INTERSTATE COMMERCE COMMISSION  
200 South Michigan Avenue  
Chicago, Illinois 60604  
(312) 322-7049  
Telex 25-4036  
ICC Washington, D. C.

# Pullman Incorporated

William O. Eldridge  
Attorney

December 21, 1979

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Re: Filing  
Pullman Leasing Company  
Supplemental Agreement No. 8  
Equipment Trust Agreement  
Dated as of December 15, 1970  
(Series 2)

Dear Mr. Secretary:

Enclosed for recording under Section 49 U.S.C. 11303 are executed counterparts Numbers 2, 3 and 4 of the Supplemental Agreement No. 8, (hereinafter referred to as the "Supplement"), dated as of November 15, 1979, to the Equipment Trust Agreement, (hereinafter referred to as the "Agreement"), dated as of December 15, 1970, between First National City Bank (presently known as Citibank, N.A.), as Trustee, 111 Wall Street, New York, New York 10015, and Pullman Transport Leasing Company (presently known as Pullman Leasing Company), 200 South Michigan Avenue, Chicago, Illinois 60604. The Agreement was filed with the Commission on December 8, 1970, and was assigned Recordation Number 5889. Supplemental Agreement No. 1 dated as of June 15, 1973, was filed with the Commission and was assigned Recordation Number 5889-B, Supplemental Agreement No. 2 dated as of March 18, 1974, was filed with the Commission on May 10, 1974, and was assigned Recordation Number 5889-C. Supplemental Agreement No. 3 dated as of December 1, 1975, was filed with the Commission on December 19, 1975, and was assigned Recordation Number 5889-D. Supplemental Agreement No. 4 dated as of December 17, 1975, was filed with the Commission on July 12, 1976, and was assigned Recordation Number 5889-E. Supplemental Agreement No. 5 dated as of November 1, 1977, was filed with the Commission on March 9, 1978, and was assigned Recordation Number 5889-F. Supplemental Agreement No. 6 dated as of September 1, 1978, was filed with the Commission on October 11, 1978, and was assigned Recordation Number 5889-G. Supplemental Agreement No. 7 dated as of January 1, 1979, was filed with the Commission on September 4, 1979, and was assigned Recordation Number 5889-H.

*Counterpart - Mary K. Zundergon*

RECEIVED  
DEC 21 1979  
OPERATION  
COMMUNICATIONS

Pullman Incorporated

Secretary  
Interstate Commerce Commission  
Page 2

Under the Agreement, the Trustee leases the Trust Equipment described therein to the Pullman Transport Leasing Company.

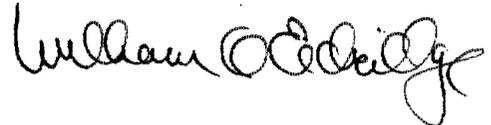
The Supplement was entered into by Pullman Leasing Company and the Trustee for the purpose of deleting from the Agreement units of the Trust Equipment which have become worn out, unsuitable for use, lost or destroyed and to substitute therefor other units of Equipment.

I am also enclosing a Pullman Leasing Company check payable to the order of the Interstate Commerce Commission in the amount of \$10.00 as the recording fee for recording the Supplement.

Pursuant to the Commission's rules and regulations for recording of certain documents under Section 49 U.S.C. 11303, please duly file two of the enclosed counterparts for record in your office and return the remaining copy, together with the Certificate of Recording, to the messenger making this delivery.

If you have any question concerning this request, please call me collect.

Very truly yours,



WOE:plr  
Enclosures

5889-I  
RECORDED COPY FILED  
DEC 16 1979

DEC 27 1979 11 15 AM

FEDERAL RESERVE COMMISSION

EXECUTED IN 6 COUNTERPARTS

COUNTERPART NO. 4

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

(Series 2 )

SUPPLEMENTAL AGREEMENT NO. 8

Dated as of November 15, 1979

TO

Equipment Trust Agreement

Dated as of December 15, 1970

BY AND BETWEEN

First National City Bank  
(Presently known as Citibank, N.A.)

TRUSTEE

AND

Pullman Transport Leasing Company  
(Presently known as Pullman Leasing Company)

. SUPPLEMENTAL AGREEMENT NO. 8

EQUIPMENT TRUST AGREEMENT

DATED AS OF December 15, 1970

(Series 2 )

This Supplemental Agreement, (hereinafter called the "Supplemental Agreement"), dated as of December 15, 1970 , by and between Citibank, N.A., formerly known as First National City Bank , a national banking association incorporated and existing under the laws of the United States, as Trustee, (hereinafter called the "Trustee"), and Pullman Leasing Company, formerly known as Pullman Transport Leasing Company, a corporation duly organized and existing under the laws of the State of Delaware, (hereinafter called the "Company").

WHEREAS, the Trustee, and the Company entered into an Equipment Trust Agreement dated as of December 15, 1970 and have heretofore amended such Equipment Trust Agreement, (which Equipment Trust Agreement as so amended is hereinafter called the "Equipment Trust Agreement"); and

WHEREAS, several units of the Trust Equipment, as defined in the Equipment Trust Agreement have become worn out, unsuitable for use, lost or destroyed and have been reported by the Company to the Trustee as required by Section 5.08 of the Equipment Trust Agreement; and

WHEREAS, in accordance with Section 5.06 of the Equipment Trust Agreement, the Company wishes to convey to the Trustee other Equipment, as defined in the Equipment Trust Agreement, which has a value to the Company of not less than the value of such units of Trust Equipment which have become worn out, unsuitable for use, lost or destroyed in lieu of delivering to the Trustee cash equal to the value of such units of Trust Equipment; and

WHEREAS, Section 12.01 of the Equipment Trust Agreement authorizes the Trustee and the Company to enter into an agree-

ment or agreements supplemental to the Equipment Trust Agreement which do not adversely affect the interests of the holders of Trust Certificates, as defined in the Equipment Trust Agreement, without the consent of such holders; and

WHEREAS, pursuant to the provisions of Section 12.01 of the Equipment Trust Agreement, the Trustee and the Company heretofore have entered into Supplemental Agreement dated as of January 14, 1971; Supplemental Agreement dated as of June 15, 1973; Supplemental Agreement No. 2 dated as of March 18, 1974; Supplemental Agreement No. 3 dated as of December 1, 1975; Supplemental Agreement No. 4 dated as of December 17, 1975; Supplemental Agreement No. 5 dated as of November 1, 1977; Supplemental Agreement No. 6 dated as of September 1, 1978; and Supplemental Agreement No. 7 dated as of January 1, 1979; and

WHEREAS, the Trustee and the Company desire to enter into the Supplemental Agreement to permit such substitution of units of Equipment for the units of Trust Equipment which heretofore have become worn out, unsuitable for use, lost or destroyed.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the Trustee and the Company agree as follows:

1. Attached hereto as Schedule A is a list of units of Trust Equipment which have become worn out, unsuitable for use, lost or destroyed since January 1, 1979. Each of such units of Trust Equipment are hereby deleted from Schedule A to the Equipment Trust Agreement.

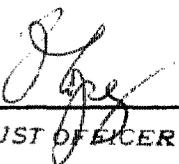
2. Attached hereto as Schedule B is a list of units of Equipment which are to be conveyed by the Company to the Trustee in accordance with Section 5.06 of the Equipment Trust Agreement in substitution for the units of Trust Equipment listed in Schedule A hereto. Upon such conveyance by the Company, such units of Equipment shall be substituted for units of Trust Equipment listed in Schedule A hereto and shall become Trust Equipment.

3. The Equipment Trust Agreement, as further amended by the Supplemental Agreement, shall continue in full force and effect.

In Witness Whereof, the Trustee and the Company 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.

Attest:

Citibank, N.A., as Trustee

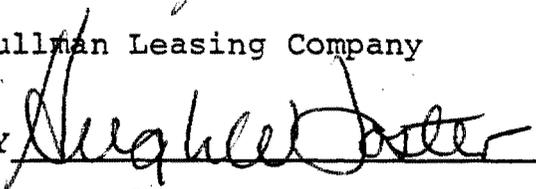
  
\_\_\_\_\_  
TRUST OFFICER

BY   
\_\_\_\_\_  
Senior Trust Officer

Attest:

Pullman Leasing Company

  
\_\_\_\_\_  
Assistant Secretary

BY   
\_\_\_\_\_  
President

STATE OF ILLINOIS)
)
COUNTY OF COOK ) SS

I, Elizabeth Cameron, a Notary Public in and for such County and State, do hereby certify that Hugh W. Foster, personally known to me to be President of Pullman Leasing Company, a Delaware corporation, and J. F. Reszel, personally known to me to be an Assistant Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing Supplemental Agreement, appeared before me this day in person and severally acknowledged that they signed and delivered the said instrument as President and Assistant Secretary of said corporation and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation, as their free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 15th day of November, 1979.

Elizabeth Cameron
Notary Public

My commission expires: May 10, 1983

STATE OF NEW YORK )
)
COUNTY OF NEW YORK ) SS

I, ALICE H. SHAW, a Notary Public in and for such County and State, do hereby certify that RALPH E. JOHNSON, personally known to me to be Senior Trust Officer of Citibank, N.A. and M. LOPEZ, personally known to me to be TRUST OFFICER of said Bank, and personally known to me to be the same persons whose names are subscribed to the foregoing Supplemental Agreement, appeared before me this day in person and severally acknowledged that they signed and delivered the said instrument as Senior Trust Officer and TRUST OFFICER of said Bank and caused the seal of said Bank to be affixed thereto, pursuant to authority as their free and voluntary act and as the free and voluntary act and deed of said Bank, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 30th day of NOVEMBER, 1979.

Alice H. Shaw
Notary Public

ALICE H. SHAW
Notary Public, State of New York
No. 24-4646218
Qualified in Kings County
Cert. filed in New York County
Term Expires March 30, 1981

SCHEDULE A  
EQUIPMENT TRUST AGREEMENT  
DATED AS OF December 15, 1970  
(Series 2 )

<u>Quantity</u>	<u>Description</u>	<u>Car Numbers</u>	<u>Fair Value</u>	<u>Equipment first put into use not later than</u>
1	16,300 gallon insulated tank car	TLDX 216033	\$ 28,160.00	8/68
1	23,500 gallon coiled & insulated tank car	TLDX 223092	32,448.00	7/70
4	4740 Cu.Ft. Cap. covered hopper car	MILW 100058, 100104, 100231, 100301	69,601.64	7/70
1	4740 Cu.Ft. Cap. covered hopper car	MILW 100396	18,716.40	8/70
2	4740 Cu. Ft. Cap. covered hopper car	TLGX 30685, 30690	37,432.80	9/70
10	4740 Cu. Ft. Cap. covered hopper car	TLGX 30547, 30720, 30723, 30733, 30740, 30748, 30753, 30763, 30771, 30784	187,164.00	10/70
2	4740 Cu. Ft. Cap. covered hopper car	TLGX 31005, 31040	37,432.80	11/70
1	4740 Cu. Ft. Cap. covered hopper car	TLGX 31029	18,716.40	12/70
22			\$429,672.04	

SCHEDULE B  
EQUIPMENT TRUST AGREEMENT  
DATED AS OF December 15, 1970  
(Series 2 )

<u>Quantity</u>	<u>Description</u>	<u>Car Numbers</u>	<u>Original Cost</u>	<u>Fair Value</u>	<u>Equipment first put into use not later than</u>
1	10,400 gallon insulated tank car	PTLX 210020	\$ 37,414.00	\$ 32,363.11	10/75
5	10,400 gallon insulated tank car	PTLX 210018, 210019, 210021, 210022, 210023	187,070.00	162,376.75	11/75
4	26,000 gallon non- insulated tank car	PTLX 126013-126016 both inclusive	126,150.00	106,849.04	4/75
5	26,000 gallon non- insulated tank car	PTLX 126017-126021 both inclusive	157,799.24	134,129.37	5/75
<u>15</u>			<u>\$508,433.24</u>	<u>\$435,718.27</u>	