

**TRAILER TRAIN
COMPANY**

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

No. **APR 7 1987**

DIRECT LINE: (312) 853

T. D. MARION
DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

Date
Fee \$ 10.00

ICC Washington, D. C.

7-098A043

April 7, 1987

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2215
Washington, DC 20423

RECORDATION NO. 15153-A Filed & Recorded 10.00 fee

APR 8 1987 1-1 0 PM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

*think this will be
15153-A*

Manufacturing Agreement Supplement No. 1 dated as of April 1, 1987, a secondary document, supplementing the Manufacturing Agreement dated as of January 14, 1987.

THE SECRETARY
APR 8 12 59 PM '87
MOTOR OPERATING UNIT

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)
101 North Wacker Drive
Chicago, IL 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, IL 60411

The general description of the equipment is as follows:

TYPE	AAR Mechanical Designation	Number of Units	Marked*	Numbered	Contract
5-platform container well cars	FC	2	DTTX	62554-62555	T-6086-5

* All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

C. [Signature]

David L. Ramey

Honorable Noretta R. McGee
April 7, 1987
Page 2

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations relating to this Supplement No. 1 being recorded are as follows:

- (1) Manufacturing Agreement dated January 14, 1987, recorded on January 20, 1987, at 9:45 a.m., recordation number 15153.

A short summary of the Manufacturing Agreement Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement #1 dated April 1, 1987, covering 2 5-platform container-well cars numbered 62554-62555."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copies to the undersigned bearer.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:k kb

Enclosures

RECORDATION
APR 8
INTERSTATE COMMERCE

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of April 1, 1987, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of January 14, 1987, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written

THRALL CAR MANUFACTURING COMPANY

By: George S. Mahally
Vice President

(Corporate Seal)
P. J. Ledwith
ATTESTATION:

A. J. Walsh
Asst Secretary

TRAILER TRAIN COMPANY

By: W. W. Wynn
Vice President and
Chief Financial Officer

(Corporate Seal)
ATTESTATION:

A. J. Walsh
Secretary

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

On this 3rd day of April, 1987, before me personally appear G. S. McNally, to me personally known, who, being by me duly sworn, says that he is the Vice President of THRALL CAR MANUFACTURING 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



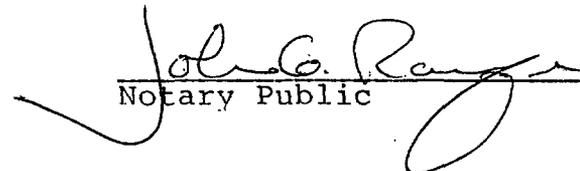
Notary Public

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. APR. 8, 1989
ISSUED THRU ILL. NOTARY ASSOC.

(NOTARIAL SEAL)

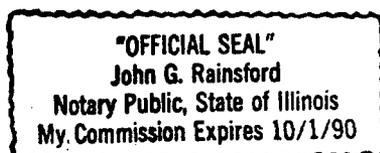
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this 1st day of April, 1987, before me personally appear H. V. Logan, to me personally known, who, being by me duly sworn, says that he is the Vice President and Chief Financial Officer 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>S (N</u>
DTTX	2	62554-62555	\$	\$	April, 1987	

Item 2: June 30, 1987

Item 3: To be determined

Item 4: 26th and State Street
Chicago Heights, IL 60411