

TRAILER TRAIN COMPANY

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
 (312) 853-3223

14797

REGISTRATION NO. 14797 Filed 10/2/85

OCT 2 1985 - 12 45 PM

INTERSTATE COMMERCE COMMISSION
 October 1, 1985

OCT 2 1985 12 45 PM

INTERSTATE COMMERCE COMMISSION

Honorable James H. Bayne
 Secretary
 Interstate Commerce Commission
 Washington, DC 20427

5-278 A000

Date OCT 2 1985

Fee \$ 20.00

ICC Washington, D.C.

OCT 2 12 40 PM '85

Dear Mr. Bayne:

Submitted herewith for filing and recording under 49 U. S. C. Section 11303(a) and the regulations promulgated thereunder are three (3) Certified true copies of the following documents:

- (1) Manufacturing Agreement dated as of May 7, 1985, a primary document.
- (2) Manufacturing Agreement Supplement No. 1 dated as of August 20, 1985, a secondary document, supplementing the Manufacturing Agreement dated as of May 7, 1985, listed in (1) above.

Parties to this transaction are as follows:

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

Thrall Car Manufacturing Company (Manufacturer)
 26th & State Street
 Chicago Heights, Illinois 60411

The general description of the equipment is as follows:

<u>TYPE</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform articulated double-stack container-well cars Contract T-1285-T	FC	120 (600 wells)	DTTX	62000-62119

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

*C. Dunlop
 Non master*

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as August 20, 1985, between THRALL CAR MANUFACTURING COMPANY ("Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

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INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 7, 1985, 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. McHally
Vice President

(Corporate Seal)

Attest:

ASST Paul J. Leubach
Secretary

TRAILER TRAIN COMPANY

By: R. E. J. J. J.
Vice President & Treasurer

(Corporate Seal)

Attest:

T. D. Marow
Assistant Secretary

STATE OF ILLINOIS)
COUNTY OF) ss:

On this 26TH day of August, 1985, before me personally appeared GEORGE S McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE CAR MFG. Co., 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.

James A. [Signature]
Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS)
COUNTY OF COOK) ss:
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On this 23RD day of August, 1985, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is a Vice President of 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.

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5656
483
6266

James A. [Signature]
Notary Public

Commission Expires July 14, 1986

(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 (Including)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	25	62095-62119	\$136,025** (\$27,205 per well)	\$3,400,625	August, 1985	T-1285-T

ITEM 2: December 31, 1985

ITEM 3: December 31, 1985

ITEM 4: 26th and State Street, Chicago Heights, Illinois 60411

* 5-unit Articulated Container Well Cars, Specification #FC-100-265-115-A dated 8/15/84, revised 3/25/85, Drawing 4SK-841010-A revised 2/8/85.

** The \$136,025 Unit Purchase Price applies if 200 cars are ordered for delivery in 1985. For quantities less than 200 cars, the following Unit Purchase Prices shall apply: 150 to 199 cars - \$136,250; 100 to 149 cars - \$138,200; 50 to 99 cars - \$141,750.

