

TRAILER TRAIN COMPANY

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

DIRECT LINE: (312) 984-3821

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

RECORDED NO. 14797-C Filed 1425

FEB 04 1986 - 10 55 AM February 3, 1986

FEB 4 1986

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

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

6-035A037 Washington, D. C.

Dear Mr. Bayne:

Submitted herewith for filing and recording under 49 U. S. C. Section 11303(a) and the regulations promulgated thereunder are four (4) executed counterparts of the following document:

Manufacturing Agreement Supplement No. 3 dated as of January 27, 1986, a secondary document, supplementing a Manufacturing Agreement dated as of May 7, 1985, between Thrall Car Manufacturing Co. and Trailer Train Co.

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>Number of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform articulated double-stack container-well cars, Contract T-1285-T	FC	20 (100 wells)	DTTX	62140-62159

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

Think this one will be 14797-C but please check as not sure.

Copy to J. Rehor

100 SH...
 FEB 4 10 46 AM '86
 MOTOR...

Honorable James H. Bayne
February 3, 1986
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees. Prior recordations relating to this Supplement No. 3 are as follows:

- (1) Manufacturing Agreement dated May 7, 1985; recorded October 2, 1985, at 12:45 p.m., recordation number 14797;
- (2) Manufacturing Agreement Supplement No. 1 dated August 20, 1985, recorded October 2, 1985, at 12:45 p.m., recordation number 14797-A; and
- (3) Manufacturing Agreement Supplement No. 2 dated December 16, 1985, recorded December 23, 1985, at 10:35 a.m., recordation number 14797-B.

A short summary of the Manufacturing Agreement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 3 covering 20 5-platform container-well cars numbered 62140-62159."

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

Very truly yours,



T. D. Marion
Director - Equipment Financing
and Assistant Treasurer

Enclosures

TDM:kbb

RECORDATION NO. 4797C
FEB 04 1986 - 10 15 AM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #3, dated as of January 27, 1986, 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 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, 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:

Paul H. Ledebuhr
Assistant Secretary

TRAILER TRAIN COMPANY

By: R.R. [Signature]
Vice President & Treasurer

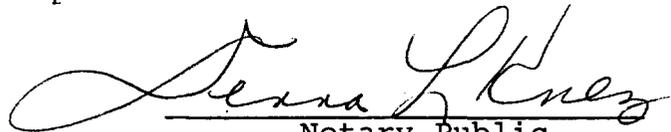
(Corporate Seal)

Attest:

V.D. Marrow
Assistant Secretary

STATE OF ILLINOIS,)
)
COUNTY OF Cook) SS.:

On this 30TH day of January, 1986, before me personally appeared GEORGE 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 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)

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

On this 30th day of January, 1986, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing 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.


Notary Public

(Notarial Seal)

My Commission Expires November 15, 1988

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #3

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	20	62140-62159	\$144,136	\$2,882,720	Feb. 1986	T-1285-T

ITEM 2: March 31, 1986

ITEM 3: To Be Determined

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

* 5-unit articulated container Well Cars, built in accordance with Trailer Train Specification No. 68-43-011586 dated January 15, 1986.