

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS
(312) 81

DIRECT LINE: (312)

THOMAS D. MARION
TREASURER

April 19, 1988

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

RECORDATION NO. 15153-H No. 8-111A0
APR 20 1988-1 15 PM Date.....
INTERSTATE COMMERCE COMMISSION Fee \$ 13.00
ICC Washington, D.

Dear Ms. McGee:

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:

Manufacturing Agreement Supplement No. 8 dated as of April 18, 1988, a secondary document supplementing the Manufacturing Agreement dated as of January 14, 1987.

Parties to this transaction are as follows:

Trailer Train Company (Company)
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	No. of Units	Marked*	Numbered
5-platform, container well cars Contract T-5087-T	FC	20	DTTX	62709-62728

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

Enclosed is our check in the amount of \$13.00 to cover filing fees.

*C. County - A. H. ...
this one is
15153-H*

APR 20 1 47 PM '88
NOTOR OPERATING UNIT

Honorable Noreta R. McGee
April 19, 1988
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Prior recordations pertaining to this Supplement No. 8 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.
- (2) Manufacturing Agreement Supplement No. 1 dated April 1, 1987, recorded on April 8, 1987, at 1:10 p.m., recordation number 15153-A.
- (3) Manufacturing Agreement Supplement No. 2 dated May 4, 1987, recorded on May 14, 1987, at 12:15 p.m., recordation number 15153-B.
- (4) Manufacturing Agreement Supplement No. 3 dated August 12, 1987, recorded August 24, 1987, at 9:40 a.m., recordation number 15153-C.
- (5) Manufacturing Agreement Supplement No. 4 dated September 9, 1987, recorded on September 24, 1987, at 1:05 p.m., recordation number 15153-D.
- (6) Manufacturing Agreement Supplement No. 5 dated October 23, 1987, recorded on November 9, 1987, at ___:___ .m., recordation number 15153-E.
- (7) Manufacturing Agreement Supplement No. 6 dated January 14, 1988, recorded on January 20, 1988, at 3:10 p.m., recordation number 15153-F.
- (8) Manufacturing Agreement Supplement No. 7 dated February 2, 1988, recorded on February 5, 1988, at 12:45 p.m., recordation number 15153-G.

A short summary of this Manufacturing Agreement Supplement No. 8 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 8 covering
20 5-platform, container well cars numbered 62709-6272

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

Very truly yours,



TDM:kkb
Enclosures

MANUFACTURING AGREEMENT SUPPLEMENT #8, dated as of April 18, 1988, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

RECORDATION NO. 187
APR 20 1988

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: 
Vice President

(Corporate Seal)

ATTESTATION:


Assistant Secretary

TRAILER TRAIN COMPANY

By: 
Treasurer

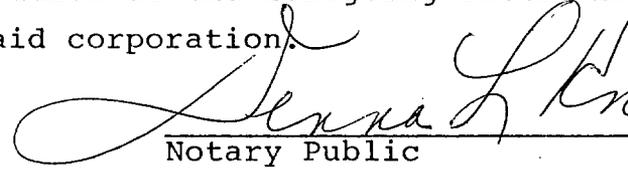
(Corporate Seal)

ATTESTATION:


Assistant Secretary

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

On this 18th day of April 1988, before me personally appear JOHN P. LYNCH, to me personally known, who, being by me duly sworn, says that he is a 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.

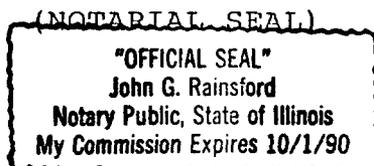

Notary Public



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

On this 18th day of April 1988, before me personally appear Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer 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.


Notary Public



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #8

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>Spe (Co Num</u>
DTTX	20	62709-62728			Apr.-May '88	T-5

Item 2: October 30, 1988

Item 3: To be determined.

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

* Built in accordance with Trailer Train Company specification number 68-43-011586, dated January 15, 1986, revised February 1, 1988, and Thrall Car Manufacturing specification number FCA-292-0499.