

**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

RECORDATION NO. 15239 B Filed 1425

7-22 5 PA 0210

August 12, 1987
AUG 13 1987 - 10 40 AM

No.
Date AUG 13 1987
Fee \$ 10.00
ICC Washington, D.C.

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

INTERSTATE COMMERCE COMMISSION

\$10.00 filing fee

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:

*This one maybe
15239-B*

Manufacturing Agreement Supplement No. 2
dated as of August 4, 1987, a primary document.

Parties to this transaction are as follows:

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

Trinity Industries, Inc.
Pullman Standard Manufacturing (Manufacturer)
1414 Field Street
Hammond, IN 46320

AUG 13 10 35 AM '87
MOTOR - ERM
100 117

The general description of the equipment is as follows:

TYPE	AAR Mechanical Designation	No. of Units	Marked*	Numbered
5-unit articulated double-stack container well cars, contract T-5087-P	FC	2	DTTX	64021-64022

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

*Would be
Country*

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

8/12/87

T.D. Marion
Trailer Train
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/12/87 at 10:40am, and assigned recordation number(s). 15239-B

Sincerely yours,

Norita L. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 15239-13
AUG 13 1987 10 40 AM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of August 1987, between PULLMAN STANDARD MANUFACTURING, TRINITY INDUSTRIES INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 13, 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.

PULLMAN STANDARD MANUFACTURING
TRINITY INDUSTRIES, INC.

By: *R. L. Zimmerman*
Vice President

(Corporate Seal)

ATTESTATION:

Dorothy Gallin
Assistant Secretary

TRAILER TRAIN COMPANY

By: *Art Boyer*
Vice President
and Chief Financial Officer

(Corporate Seal)

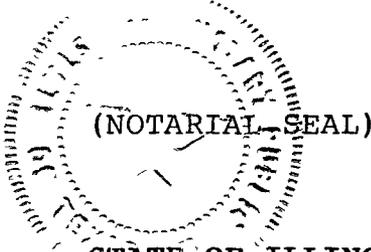
ATTESTATION:

V. D. Marow
Assistant Secretary

STATE OF TEXAS)
) SS.:
COUNTY OF DALLAS)

On this 6th day of August, 1987, before me personally appeared R. L. Zimmerman, to me personally known, who, being by me duly sworn, says that he is a President, Tractor Division of TRINITY INDUSTRIES, INC. 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.

Juan Bejar
Notary Public

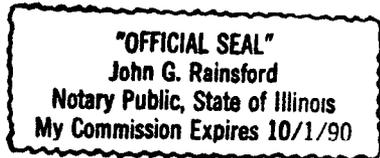


STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 4th day of August, 1987, before me personally appeared H. V. Logan, to me personally known, who, being by me duly sworn, says that he is the Vice President and Chief Financial Officer 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.

John G. Rainsford
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

TRINITY INDUSTRIES, INC.
(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>Spec. (Contract Number)</u>
DTTX	2	64021-64022	\$	\$	Aug. 1987	T-5087-P

Item 2: October 31, 1987

Item 3: To be determined

Item 4: 600 East Ninth Street, Suite 5, Michigan City, Indiana 46360

* Five-unit articulated doublestack container well car built in accordance with Trailer Train specification number 68-43-011586 dated January 15, 1986, revised July 15, 1986, and Trinity Industries specification number PSM - 1027 revised December 1, 1986, modified for 20 foot container capability in the intermediate units with empty load brakes.