

**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

August 21, 1987

No. 7-236A010
Date AUG 24 1987
Fee \$ 10.00

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

RECORDATION NO. 15239-C Filed 1425

AUG 24 1987 - 9 45 AM ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

\$10.00 fee

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

*Think this will
be:*

15239-C

Manufacturing Agreement Supplement No. 3 dated as of August 12, 1987, a secondary document supplementing the Manufacturing Agreement dated as of May 13, 1987.

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)
600 East Ninth Street
Michigan City, Indiana 46360

The general description of the equipment is as follows:

TYPE	AAR Mechanical Designation	No. of Units	Marked*	Numbered
5-platform container well cars	FC	3	DTTX	64023-64025

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

ICC OFFICE OF
THE SECRETARY
AUG 24 9 45 AM '87
MOTOR OPERATING UNIT

Completed March 11, 1987

Honorable Noretta R. McGee
August 21, 1987
Page Two

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

Prior recordations pertaining to this Supplement No. 3 being recorded are as follows:

- (1) Manufacturing Agreement dated May 13, 1987, recorded on May 29, 1987, at 1:55 p.m., recordation number 15239.
- (2) Manufacturing Agreement Supplement No. 1 dated June 23, 1987, recorded July 6, 1987, at 9:40 a.m., recordation number 15239-A
- (3) Manufacturing Agreement Supplement No. 2 dated August 4, 1987, recorded August 13, 1987, at 10:40 a.m., recordation number 15239-B.

A short summary of the Manufacturing Agreement Supplement No. 3 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 3 covering three (3) 5-unit articulated double-stack container well cars numbered 64023-64025."

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

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:kkb

Enclosures

AUG 24 1987 - 9 20 AM

MANUFACTURING AGREEMENT SUPPLEMENTARY TO INTERSTATE COMMERCE COMMISSION of August 12, 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: L. Clark Wood
Vice President

(Corporate Seal)
ATTESTATION:
Neil D. Hoop
Assistant Secretary

TRAILER TRAIN COMPANY

By: R. J. [Signature]
Vice President and Treasurer

(Corporate Seal)
ATTESTATION:
Thomas B. Mason
Assistant Secretary



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #3

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	3	64023-64025	\$	\$'	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.