

**TRAILER TRAIN
COMPANY**

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

DIRECT LINE: (312) 984-3821

THOMAS D. MARION
TREASURER

RECORDED CO. 15239-H FILED

AUG 9 1988 1:45 PM

INTERSTATE COMMERCE COMMISSION

No. 8-222A065

Date AUG 9 1988

Fee \$ 13.00

ICC Washington, D. C.

August 8, 1988

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

Dear Ms. McGee:

\$13.00 filing fee

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:

Manufacturing Agreement Supplement No. 8 dated as of June 2, 1988, a secondary document supplementing the Manufacturing Agreement dated as of May 13, 1987.

Parties to this transaction are as follows:

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

Trinity Industries, Inc.
Pullman Standard Manufacturing (Manufacturer)
600 East Ninth Street
Michigan City, IN 46360

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	FC	15	DTTX	64055-64069

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

This one is 15239-H we think - please check

11/11/88

Country

ICC OFFICE OF THE SECRETARY
AUG 9 1:39 PM '88
MOTOR OPERATING UNIT

Honorable Noretta R. McGee
August 8, 1988
Page Two

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

Prior recordings pertaining to this Supplement No. 8 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 on July 6, 1987, at 9:40 a.m., recordation number 15239-A.
3. Manufacturing Agreement Supplement No. 2 dated August 4, 1987, recorded on August 13, 1987, at 10:40 a.m., recordation number 15239-B.
4. Manufacturing Agreement Supplement No. 3 dated August 12, 1987, recorded August 24, 1987, at 9:40 a.m., recordation number 15239-C.
5. Manufacturing Agreement Supplement No. 4 dated September 11, 1987, recorded on September 24, 1987, at 1:05 p.m., recordation number 15239-D.
6. Manufacturing Agreement Supplement No. 5 dated November 10, 1987, recorded on November 24, 1987, at 2:55 p.m., recordation number 15239-E.
7. Manufacturing Agreement Supplement No. 6 dated March 5, 1988, recorded on March 18, 1988, at 10:30 a.m., recordation number 15239-F.
8. Manufacturing Agreement Supplement No. 7 dated April 7, 1988, recorded on April 27, 1988, at 2:40 p.m., recordation number 15239-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 15 five-unit, articulated, double-stack container well cars numbered 64055-64069, inclusive."

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:k kb
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/9/88

OFFICE OF THE SECRETARY

T.D. Marion
Treasurer
Trailer Train Company
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 8/9/88 at *1:45 Pm*, and assigned recordation number(s).
15239-H

Sincerely yours,

Nurta L. McGee
Secretary

Enclosure(s)

RECORDED IN 15239-4
AUG 9 1988 1:45 PM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #8, dated as of June 2, 1988, 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:

A. Dan Phelps
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Mason
Treasurer

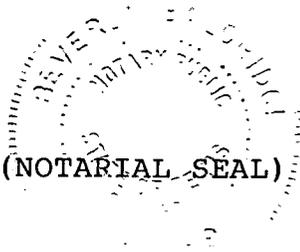
(Corporate Seal)

ATTESTATION:

D. J. Stalsh
Assistant Secretary

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

On this 5th day of August 1988, before me personally appeared L. Clark Wood, to me personally known, who, being by me duly sworn, says that he is a Vice President 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.



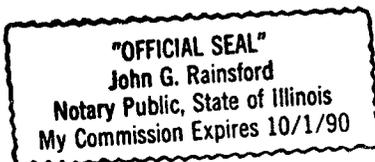
Beverly Baldridge
Notary Public

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

On this 4th day of AUGUST, 1988, before me personally appeared 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.

John G. Rainsford
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #8

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	15	64055-64069			July-Sept.'88	T-5087-P

Item 2: January 31, 1989

Item 3: To be determined.

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

* Built in accordance with Trailer Train Company specification number 68-43-011586, dated January 15, 1986, revised February 1, 1988, and Trinity Industries specification number PSM-1027-100 dated February 18, 1988.