

**TRAILER TRAIN  
COMPANY**

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

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

RECORDATION NO. 15242 A Filed 1425

DIRECT LINE: (312) 984-3821

JUN 18 1987 - 12 25 PM

June 16, 1987 INTERSTATE COMMERCE COMMISSION

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

*A/10.00 filing fee*

7-169A050

No.  
Date JUN 18 1987

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: *Fee: 10.00*  
ICC Washington, D.C.

*this should be  
15242-A*

Manufacturing Agreement Supplement No. 1 dated as of May 21, 1987, a secondary document, supplementing the Manufacturing Agreement dated as of April 28, 1987.

Parties to this transaction are as follows:

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

Bethlehem Steel Corporation (Manufacturer)  
17 John Street  
Johnstown, PA 15907

MOTOR OPERATING UNIT  
JUN 19 12 20 PM '87  
ICC OFFICE OF THE SECRETARY

The general description of the equipment is as follows:

<u>TYPE</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>	<u>Contract</u>
Center Beam flatcar	FC	1	TTZX	110031	T-1R87-B

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

*Donald Corfield*

Honorable Noreta R. McGee  
June 16, 1987  
Page Two

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

Prior recordations relating to this Supplement No. 1 being recorded are as follows:

- (1) Manufacturing Agreement dated April 28, 1987, recorded on June 11, 1987, at 11:50 a.m., recordation number 15242.

A short summary of the Manufacturing Agreement Supplement #1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 dated May 21, 1987, covering 1 center beam flatcar numbered 110031."

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

Very truly yours,



Thomas D. Marion  
Director - Equipment Financing  
and Assistant Treasurer

TDM:kbb

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

6/18/87

T.D. Marion  
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 6/18/87 at 12:25pm, and assigned re-  
recording number(s). 15242-A

Sincerely yours,

*Norita R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

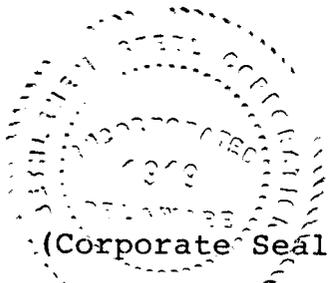
REGISTRATION NO. 15242-4  
JUN 1 8 1987  
INTERSTATE COMMERCE COMMISSION  
Filed 145  
12 25 PM

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of May 8, 1987, between BETHLEHEM STEEL CORPORATION (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of April 28, 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.



(Corporate Seal)

ATTESTATION:

[Signature]  
Assistant Secretary

(Corporate Seal)

ATTESTATION:

[Signature: Thomas M. Mason]  
Assistant Secretary

BETHLEHEM STEEL CORPORATION

By: [Signature]  
~~Vice President~~  
Manager of Sales

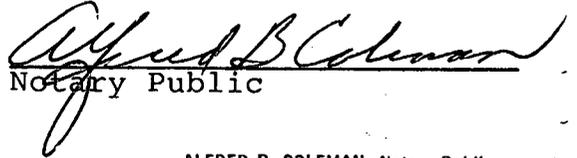
TRAILER TRAIN COMPANY

By: [Signature]  
Vice President and Treasurer

STATE OF PENNSYLVANIA )  
 )  
COUNTY OF CAMBRIA )

SS.:

On this 8th day of JUNE, 1987, before me personally appeared R.B. HABERMEL, to me personally known, who, being by me duly sworn, says that he is the <sup>Manager of Sales</sup> ~~Vice President~~ of BETHLEHEM STEEL CORPORATION 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

(NOTARIAL SEAL)

ALFRED B. COLEMAN, Notary Public  
East Taylor Twp., Cambria County, Pa.  
My Commission Expires April 11, 1988

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

SS.:

On this 21<sup>st</sup> day of May, 1987, 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 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

(NOTARIAL SEAL)

**"OFFICIAL SEAL"**  
John G. Rainsford  
Notary Public, State of Illinois  
My Commission Expires 10/1/90

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

BETHLEHEM STEEL CORPORATION  
(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>
TTZX	1	110031	\$	\$	August '87	T-1R87-B

Item 2: October 31, 1987

Item 3: To be determined

Item 4: 17 John Street  
Johnstown, PA 15907