

**TRAILER TRAIN
COMPANY**

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

REGISTRATION CO. 15242-B FILED 1987

DIRECT LINE: (312) 984-3821

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

SEP 14 1987 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

September 10, 1987

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

No. 7-257A013
Date SEP 14 1987
Fee \$ 10.00

SEP 14 11 35 AM '87
ICC OFFICE OF
THE SECRETARY
MOTOR OPERATING UNIT

Dear Ms. McGee:

ICC Washington, D. C.

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of July 17, 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

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>
5-unit, articulated, single level, container flatcar, Contract T-5087-B	FC	40	NTTX	67020-67059

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

Keenan Horton
Contract

Honorable Noreta R. McGee
September 10, 1987
Page Two

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

Prior recordations pertaining 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 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 40 five-unit, single level, container flatcars numbered 67020-67059".

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

T. D. Marion
101 North Wacker Drive
Chicago, IL 60606

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/14/87 at 11:40AM, and assigned recordation number(s). 15242-B

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

SEP 14 1987 - 11 40 AM

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated **INTERSTATE COMMERCE COMMISSION** 1987, between BETHLEHEM STEEL CORPORATION (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

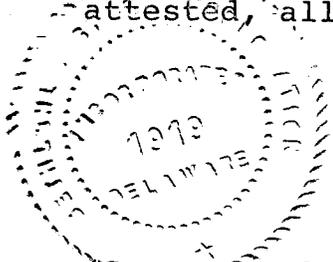
The parties hereto have heretofore entered into a Manufacturing Agreement dated as of April 28, 1987, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units 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.

BETHLEHEM STEEL CORPORATION

By: *R. B. Hobson*
Vice President



(Corporate Seal)

ATTESTATION:

R. J. [Signature]
Assistant Secretary

(Corporate Seal)

ATTESTATION:

A. D. Marino
Assistant Secretary

TRAILER TRAIN COMPANY

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

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>
NTTX	40	67020-67059	\$	\$	Aug-Sept '87	T-5087-B

Item 2: December 31, 1987

Item 3: To be determined

Item 4: 17 John Street
Johnstown, Pennsylvania 15907

* Five-unit articulated single level container flatcars built in accordance with Trailer Train specification number 68-43-011586 dated January 15, 1986, revised April 17, 1987, Trailer Train specification number 68-43-071686 dated July 16, 1986, revised January 21, 1987 and Bethlehem Steel Corporation Specification X-300-873.