

**TRAILER TRAIN
COMPANY**

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

DIRECT LINE: (312) 984-3824

ANTHONY J. BARTON
DIRECTOR - EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

November 11, 1988

VIA FEDERAL EXPRESS

No. **8-319A023**

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, DC 20423

Date NOV 14 1988

Fee \$ 13.00

RECORDATION NO. 15696 **ICB** Washington, D.C.
FIVE 1988

Dear Ms. McGee:

NOV 14 1988 - 11 20 AM

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:

INTERSTATE COMMERCE COMMISSION

Manufacturing Agreement Supplement No. 2 dated as of October 21, 1988, a secondary document, supplementing the Manufacturing Agreement dated as of May 13, 1988.

Parties to this transaction are as follows:

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

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

NOV 14 11 04 AM '88
100 OFFICE OF THE SECRETARY
MOTOR OPERATING UNIT

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
5-platform, articulated single level container flatcar	FC	10	NTTX	67190-67199

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

Honorable Noretta R. McGee
November 11, 1988
Page Two

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

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:

Manufacturing Agreement dated May 13, 1988,
recorded on June 24, 1988, at 1:15 p.m.
recordation number 15696.

Manufacturing Agreement Supplement #1 dated September 7,
1988, recorded on September 23, 1988, at 2:05 p.m.
recordation number 15696-A.

A short summary of this Manufacturing Agreement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 10 five-unit, single level, container flatcars numbered 67190-67199.

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



Anthony J. Barton
Director - Equipment Financing
and Assistant Treasurer
and Assistant Secretary

AJB:map

Enclosures

P.S. Ms. Mildred Lee - Please call Dean Holmes at 312/984-3747 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Anthony J. Barton
Trailer Train Co.
101 North Wacker Drive
Chicago, IL 60606

11/14/88

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 11/14/88 at 11:10AM, and assigned recordation number(s). 15696-B

Sincerely yours,

Narita R. McEwen

Secretary

Enclosure(s)

NOV 14 1988 11 48 AM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of May 13, 1988, 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 May 13, 1988, 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: W. G. Bond
~~Vice President~~
Acting President-Freight Car Division

(Corporate Seal)

ATTESTATION:

[Signature]
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Marow
Treasurer

(Corporate Seal)

ATTESTATION:

[Signature]
Assistant Secretary

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF CAMBRIA)

On this 2nd day of November 1988, before me personally appeared W.G. Brader, to me personally known, who, being by me duly sworn, says that he is an Acting President-Freight Car Division 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.

Richard J. Mikula
Notary Public

(NOTARIAL SEAL)

NOTARIAL SEAL
RICHARD J. MIKULA, Notary Public
Johnstown, Cambria County
My Commission Expires Feb. 29, 1992

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

On this 21st day of October 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)

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

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

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	10	67190-67199			Dec. '88	T-4088-B

Item 2: May 31, 1989

Item 3: To be determined

Item 4: 17 John Street
Johnstown, PA 15907

* Five-platform articulated single level container flat cars built in accordance with Trailer Train Co., Specification No. 68-43-011586 dated January 15, 1986 revised February 1, 1988 and Trailer Train Co., Specification No. 68-43-071686 dated July 16, 1986 revised March 22, 1988 (Buyer's Specification) and Bethlehem Steel Specification No. X-300-924 dated April 12, 1988.

** Unit price without side frames, side frame wearplates, bolsters, bolster wearplates and liners, and mounted wheelsets.