

**TRAILER TRAIN  
COMPANY**

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

THOMAS D. MARION  
TREASURER

DIRECT LINE: (312) 984-3821

RECORDATION NO. 15732-A FILED 1988

**AUG 21 1988 - 11 10 AM**

**INTERSTATE COMMERCE COMMISSION**

August 19, 1988

VIA FEDERAL EXPRESS

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

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:

Manufacturing Agreement Supplement No. 1  
dated as of August 16, 1988, a secondary document  
supplementing the Manufacturing Agreement dated  
as of June 30, 1988.

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:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-unit, articulated, double-stack, container well cars	FC	5	DTTX	74076-74080

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

Honorable Noreta R. McGee  
August 19, 1988  
Page Two

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

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

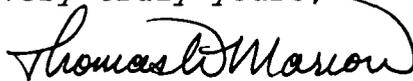
1. Manufacturing Agreement dated June 30, 1988, recorded on July 15, 1988, at 12:40 p.m., recordation number 15732.

A short summary of this Manufacturing Agreement Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 5 five-unit, articulated, double-stack container well cars numbered 74076-74080, inclusive."

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,



Thomas D. Marion  
Treasurer

TDM:k kb

Enclosures

P. S. Ms. Mildred Lee - As per your previous conversation, **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

8/21/88

OFFICE OF THE SECRETARY

Thomas 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 8/21/88 at 11:10am, and assigned recordation number(s). 15732-A

Sincerely yours,

*Narita L. McEwen*  
Secretary

Enclosure(s)

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of August 16, 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 June 30, 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.

15733-A  
REGISTRATION NO. \_\_\_\_\_ FILE NO. \_\_\_\_\_

AUG 21 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

PULLMAN STANDARD MANUFACTURING  
TRINITY INDUSTRIES, INC.

By:

L Clark Wood  
Vice President

(Corporate Seal)

ATTESTATION:

Neil D. Hoops  
Assistant Secretary

TRAILER TRAIN COMPANY

By:

Thomas D. Mason  
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Barton  
Assistant Secretary

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

On this 18<sup>th</sup> day of July 1988, before me personally appeared S. 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.

[Signature]  
Notary Public

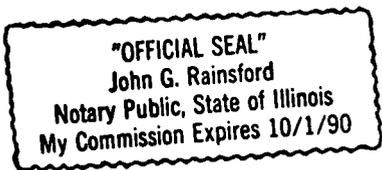
(NOTARIAL SEAL)

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

On this 17<sup>th</sup> 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.

[Signature]  
Notary Public

(NOTARIAL SEAL)



ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

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	5	74076-74080			Sept. 1988	T-2088-P

Item 2: February 28, 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 supplemental specification number 68-43-032288 issued March 22, 1988, and Trinity Industries specification number PSM-1027-125 dated February 18, 1988, revised August 5, 1988.