

**TRAILER TRAIN  
COMPANY**

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

THOMAS D. MARION  
TREASURER

Date 4-20-89  
Fee \$ 13.00

DIRECT LINE: (312) 884-3821

CC Washington, D. C.

April 19, 1989

VIA FEDERAL EXPRESS

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

9-110A032

RECORDATION NO 1572-B FILED 1425

APR 20 1989 -2:55 PM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

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. 2 dated as of  
April 11, 1989, a secondary document supplementing the  
Manufacturing Agreement dated as of June 30, 1988.

Parties to these transactions are as follows:

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

Trinity Industries, Inc.  
Pullman Standard Manufacturing (Manufacturer)  
600 East Ninth Street  
Michigan City, MI 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	30	DTTX	74081-74110

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

APR 20 2 49 PM '89  
MOTOR RECORDING UNIT

Honorable Noretta R. McGee  
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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:

- (1) Manufacturing Agreement dated June 30, 1988, recorded on July 15, 1988, at 12:40 p.m, recordation number 15732.
- (2) Manufacturing Agreement Supplement No. 1 dated August 16, 1988, recorded on August 21, 1988, at 11:10 a.m., recordation number 15732-A.

A short summary of these Supplement No. 2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 30 five-unit, articulated, double-stack container well cars numbered 74081-74110, inclusive."

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

Sincerely yours,



TDM:map

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.

APR 20 1989 -2 55 PM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of April 11, 1989, 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.

PULLMAN STANDARD MANUFACTURING TRINITY INDUSTRIES, INC

By: L. Clark Wood  
Vice President

(Corporate Seal)

ATTESTATION:  
Neil Q. Shoop  
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas Marion  
Treasurer

(Corporate Seal)

ATTESTATION:  
A. J. Burton  
Assistant Secretary

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

On this 18<sup>th</sup> day of April 1989, 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

(NOTARIAL SEAL)

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

On this 14<sup>th</sup> day of April, 1989, 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 C. Rangel  
Notary Public

"OFFICIAL SEAL"  
(NOTARIAL SEAL)  
Notary Public, State of Illinois  
My Commission Expires 10/1/90

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

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	30	74081-74110			Apr.-Jun '89	T-2088-P

Item 2: October 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 supplemental specification number 68-43-032288 issued March 22, 1988, and Trinity Industries specification number PSM-1118-125 revised March 30, 1989.