

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60608
(312) 853-3223

THOMAS D. MARION
TREASURER

REGISTRATION NO. 15732-C FILED 1989

DIRECT LINE: (312) 984-3821

SEP 11 1989 - 12 05 AM

9-254A021

INTERSTATE COMMERCE COMMISSION

September 7, 1989

VIA FEDERAL EXPRESS

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

SEP 11 11 57 AM '89
RECORD OPERATING UNIT

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. 3 dated as of September 6, 1989, 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, 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	25	DTTX	74111-74135

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

The Honorable Noreta R. McGee
September 7, 1989
Page Two

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

Prior recordations pertaining to this Supplement No. 3 being recorded are as follows:

- (1) Manufacturing Agreement dated June 30, 1988, recorded on July 15, 1988, at 12:40 PM, recordation number 15732.
- (2) Manufacturing Agreement Supplement No. 1 dated August 16, 1988, recorded on August 21, 1988, at 11:10 AM, recordation number 15732-A.
- (3) Manufacturing Agreement Supplement No. 2 dated April 11, 1989, recorded on April 20, 1989, at 2:55 PM, recordation number 15732-B.

A short summary of this Supplement No. 3 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 3 covering 25 five-unit, articulated, double-stack container well cars numbered 74111-74135, 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.

Sincerely yours,



TDM:map

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram at 312/984-3841 as soon as these agreements are recorded advising her of the recordation numbers, dates and times. Thank you very much.

Interstate Commerce Commission
Washington, D.C. 20423

9/12/89

OFFICE OF THE SECRETARY

Thomas D. Marion
Treasurer
Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir: ½

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/11/89 at 12:05pm and assigned recordation number(s). 15732-C

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECEIVED NO 15733
SEP 11 1989 12 05 PM
FED RES

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #3, dated as of September 6, 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

(Corporate Seal)

ATTESTATION:

[Signature]
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas Marion
Treasurer

(Corporate Seal)

ATTESTATION:

[Signature]
Assistant Secretary

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

On this 7th day of September 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.

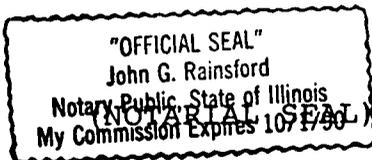
Beverly Baldridge
Notary Public

(NOTARIAL SEAL)

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

On this 6th day of September, 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 G. Rainsford
Notary Public



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #3

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	11	74111-74121			September '89	T-2089-P
	14	74122-74135			September '89	T-2089-P

Item 2: February 28, 1990

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 April 20, 1989, and supplemental specification number 68-43-032288 issued March 22, 1988, and Trinity Industries specification number PSM-1148-125 revised March 30, 1989 for car numbers 74111-74121, and PSM-1148-125 addendum #1 for car numbers 74122-74135.