

**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

October 31, 1988

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & constitutional Avenue,
Room 2215
Washington, DC 20423

15737A
RECORDED
NOV 1 1988 8 25 PM No. 8-306A042
Date NOV 1 1988
Fee \$ 13.11
ICC Washington, D.C.

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 October 20, 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, Illinois 60606

Trinity Industries, Inc.
Pullman Standard Manufacturing (Manufacturer)
600 East Ninth Street
Michigan City, IN 46360

NOV 1 3 20 PM '88
MOTOR OPERATIONAL UNIT
FOR OFFICE OF THE SECRETARY

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
5-unit, articulated single level flatcars	FC	40	NTTX	66100-66139

* 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
October 31, 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 25, 1988, at 12:10 p.m., recordation number 15737.

A short summary of this Manufacturing Agreement Supplement #1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 40 five-unit, articulated single level container flatcars numbered 66100-66139.

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,



TDM: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

11/2/88

OFFICE OF THE SECRETARY

Anthony J Barton
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 11/1/88 at 3:25pm, and assigned recordation number(s). 15737-A

Sincerely yours,

Nurita R. McGee
Secretary

Enclosure(s)

REGISTRATION NO. 15732A
NOV 1 1988
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of October 20, 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.

PULLMAN STANDARD MANUFACTURING
TRINITY INDUSTRIES, INC.

By: *L. Clark Wood*
Vice President

(Corporate Seal)

ATTESTATION:

Neil O. Shoop
Assistant Secretary

TRAILER TRAIN COMPANY

By: *Thomas D. Marlow*
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Barton
Assistant Secretary

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

On this 26th day of October 1988, 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.

[Signature]
Notary Public

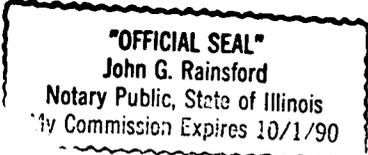
(NOTARIAL SEAL)

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.

[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>
NTTX	40	66100-66139			Dec. 88' Mar. 89'	T-4088-P

Item 2: June 30, 1989

Item 3: To be determined.

Item 4: 600 East Ninth Street, Suite 5
Michigan City, IN 46360

* Five platform articulated single level container flatcars built in accordance with Trailer Train Company specification number 68-43-011586, dated January 15, 1986, revised February 1, 1988, and supplemental specification number 68-43-0071618 dated July 16, 1986 revised March 22, 1988, and Trinity Industries specification number PSM-1085 dated April 16, 1987, revised September 1, 1988.

** Unit price without wheels, axles, roller bearings, side frames and bolsters.