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

December 15, 1988

VIA FEDERAL EXPRESS

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

INTERSTATE COMMERCE COMMISSION

DEC 16 1988 12-45 PM

RECORDATION NO. 15804-B Filed

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. 2 dated as of December 12, 1988, a secondary document, supplementing the Manufacturing Agreement dated as of August 30, 1988.

Parties to this transaction are as follows:

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

Thrall Car Manufacturing Company (Manufacturer)
26th & State Street
Chicago Heights, IL 60411

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered
5-platform, container well cars Contract T-4088-T	FC	30	DTTX	72232-72261

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

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 August 30, 1988, recorded on September 6, 1988, at 10:55 AM, recordation number 15804.

(2) Manufacturing Agreement Supplement No. 1 dated October 27, 1988, recorded on November 3, 1988 at 3:15 PM, recordation number 15804-A.

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

"Manufacturing Agreement Supplement No. 2 covering 30 5-platform container well cars numbered 72232-72261".

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

Anthony J. Barton
Director - Equipment Financing
& Assistant Treasurer

AJB/ald
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

DEC 16 1988 12-45 PM

15804-B

RECORDATION NO. Filed 1425

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of December 12, 1988, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of August 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.

THRALL CAR MANUFACTURING COMPANY

By: George S. McNally
Vice President

(Corporate Seal)

ATTESTATION:
J. M. Higgins
Assistant Secretary

TRAILER TRAIN COMPANY

By: T. D. Marion
Treasurer

(Corporate Seal)

ATTESTATION:
P. D. Barton
Assistant Secretary

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

On this 13TH day of NOVEMBER 1988, before me personally appeared G. S. McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING 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.

Denna L. Knez
Notary Public

(NOTARIAL SEAL)

"OFFICIAL SEAL"
DENNA L. KNEZ
Notary Public, State of Illinois
My Commission Expires 1/16/89

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

On this 12TH day of December 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

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

Type*	Qty.	Company Car Numbers (Inclusive)	Unit Purchase Price	Total Purchase Price	Month(s) of Delivery	Spec. (Contract Number)
DTTX	30	72232-72261	$179,870	$5,396,100	January, 1989	T-4088-T

Item 2: June 30, 1989

Item 3: To be determined.

Item 4: 26th and State Street
Chicago Heights, IL 60411

* Five-Unit Articulated Well Cars of 125 ton capacity built in accordance with Trailer Train specification number 68-43-011586 dated January 15, 1986, revised February 1, 1988, and Supplemental Specification No. 68-43-03228 issued March 22, 1988 (Buyer's Specification), and Thrall Car Manufacturing specification number FCA-292-545 (Seller's Specification).