



THOMAS D. MARION
TREASURER

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

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

RECORDATION NO 20745-A FILED

MAR 31 '98 3-35 PM

VIA FEDERAL EXPRESS

March 30, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

MAR 31 3 35 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as March 23, 1998.

This Agreement is a secondary document, supplementing the Manufacturing Agreement dated as of June 6, 1997, recorded on June 30, 1997, recordation number 20745.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Trinity Industries, Inc. (Manufacturer)
2525 Stemmons Freeway
Dallas, TX 75207

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
100-ton Bulkhead flatcar designed for 286,000 lb. GRL with 62 ft. between bulkheads	FCA	250	TTPX	805300-805549

Mr. Vernon A. Williams
Page Two

Enclosed is our check in the amount of \$24.00 to cover filing fees.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 250 100-ton Bulkhead flatcars- TTPX, numbered 805300-805549."

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:mkh
Enclosures
k:\trstdm\letters\filings\willim28.doc

P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

MAR 31 '98 3-35 PM

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of March 23, 1998, between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 6, 1997, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on June 30, 1997 at 10:30 AM, recordation number 20745, 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.

TRINITY INDUSTRIES, INC.

By: Neil O. Shoop
Treasurer

(CORPORATE SEAL)

Attest: [Signature]
Secretary

TTX COMPANY

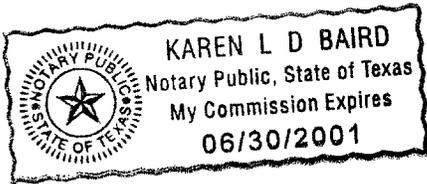
By: [Signature]
Treasurer

(CORPORATE SEAL)

Attest: [Signature]
Assistant Secretary

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 26th day of March, 1998, before me personally appeared Neil O. Shoop, to me personally known, who, being by me duly sworn, says that he is the Treasurer 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.



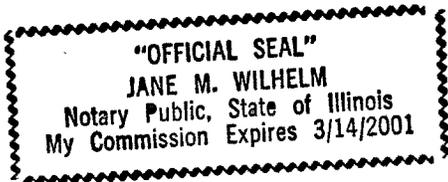
Karen L. D. Baird
Notary Public

(NOTARIAL SEAL)

My Commission Expires: 6 | 30 | 2001

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 30 day of March, 1998, before me personally appeared T.D. Marion, to me personally known, who being by me duly sworn, says that he is the Treasurer of TTX 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane M. Wilhelm
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

ANNEX A TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 1

TRINITY INDUSTRIES, INC.
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Include)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
TTPX	250	805300-805549			April-June, 1998	T-4097-P

ITEM 2: October 31, 1998

ITEM 3: To be determined

ITEM 4: 2525 Stemmons Freeway
Dallas, TX 75207

* 100-ton bulkhead flatcar designed for 286,000 GRL with 62 feet between bulkheads. TTX Specification "General Requirement for Freight Cars" No. 68-43-011586, revised August 8, 1997, and TTX Supplemental Specification for 100-ton Bulkhead Flatcar Designed for 286,000 GRL with 62 Feet Between Bulkheads No. 68-05-961021 issued October 21, 1996, revised March 14, 1997. Trinity Specification No. F-6222 revised September 30, 1997.