



THOMAS D. MARION
TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

DIRECT LINE (312) 984-3821

May 16, 1994

RECORDATION NO. 1861213 FILED 1425

MAY 17 1994 -2 40 PM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 2 dated as of May 11, 1994, a secondary document supplementing the Manufacturing Agreement dated as of December 7, 1993.

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:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. Of Units</u>	<u>Marked</u>	<u>Numbered</u>
5-platform articulated all-purpose flatcars	FCA	60	TTAX	553980-554039

Sidney Strickland, Jr.
May 16, 1994
Page Two

Enclosed is our check in the amount of \$18.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:

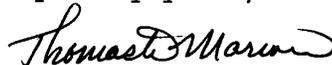
- 1) Manufacturing Agreement dated December 7, 1993, recorded on December 20, 1993, recordation number 18612.
- 2) Manufacturing Agreement Supplement No. 1, dated as of February 4, 1994, recorded on February 28, 1994, recordation number 18612-A.

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

"Manufacturing Agreement Supplement No. 2 covering 60 5-platform articulated all-purpose flatcars, TTAX - numbered 553980-554039".

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:mak
Enclosures
18612-b

P.S. Ms. Mildred Lee - As per your previous conversation, 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.

Interstate Commerce Commission
Washington, D.C. 20423

5/18/ 94
94

OFFICE OF THE SECRETARY

Thomas D. Marion
Treasurer
TTX 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 5/17/94 at 2:40pm, and assigned
recordation number(s). 18612-B & 18647-B

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18612 FILED 1425
MAY 17 1994 -2 40 PM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of May 11, 1994,
between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TTX COMPANY
(the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 7, 1993 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: W. C. Newby
Vice President
Freight Car Sales

(Corporate Seal)

ATTESTATION:

Neil A. Shoen
Assistant Secretary

TTX COMPANY

By: Thomas M. Marou
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Baxter
Assistant Secretary

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

On this 13th day of May, 1994, before me personally appeared W.C. Newby, 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.

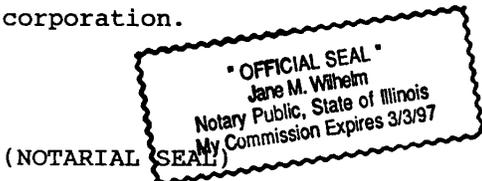


(NOTARIAL SEAL)

Janet L. Snyder
Notary Public

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

On this 11 day of May, 1994, before me personally appeared Thomas 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(NOTARIAL SEAL)

Jane M. Wilhelm
Notary Public

ANNEX A

TRINITY INDUSTRIES, INC.
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Incl.)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month of Delivery</u>	<u>Spec. (Contract Number)</u>
TTAX	60	553980-554039			May-July '94	T-4A93-P

ITEM 2: November 30, 1994

ITEM 3: To be determined.

ITEM 4: 2525 Stemmons Freeway
Dallas, TX 75207

* Five-Platform Articulated All Purpose Flat Cars to handle containers and 28 ft. through 53 ft. trailers with deck 36 1/2" above rail. TTX Specification No. 68-43-011586, dated January 15, 1986, revised June 4, 1993 and TTX Supplemental Specification No. 68-43-061592 dated June 15, 1992, revised June 4, 1993. Trinity Specification F-5-5702 revised September 9, 1993.

mfgagree.98