



THOMAS D. MARION
TREASURER

0100326002

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

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

July 27, 1994

VIA FEDERAL EXPRESS

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

REGISTRATION FILED 18610-E JUL 29 1994

JUL 29 1994 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
JUL 29 1994

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 July 11, 1994, a secondary document supplementing the Manufacturing Agreement dated as of December 2, 1993.

Parties to this transaction are as follows:

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

Johnstown America Corporation (Manufacturer)
17 Johns Street
Johnstown, PA 15901

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. Of Units	Marked	Numbered
5-unit articulated 53' all-purpose spine cars.	FCA	100	TTAX	654305-654404

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

AUGUST 1, 1994

THOMAS D. MARION
TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO IL 60606

Dear MR. MARION:

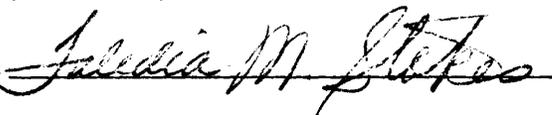
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/29/94 at 2:15PM, and assigned recordation number(s) 13610-E

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine you document.

Signature 

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of July 11, 1994
between JOHNSTOWN AMERICA CORP. (the "Manufacturer") and TTX COMPANY (the
"Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of
December 2, 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.

JOHNSTOWN AMERICA CORP.

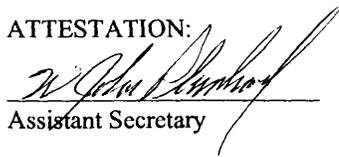
By:


Director

MICHAEL P. SIERRA, JR.
DIRECTOR, MARKETING & SALES ADMINISTRATION

(Corporate Seal)

ATTESTATION:


Assistant Secretary

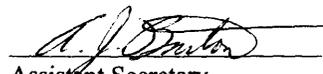
TTX COMPANY

By:


Treasurer

(Corporate Seal)

ATTESTATION:


Assistant Secretary

RECORDATION NO. 18610-E FILED 1426

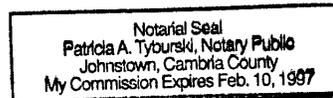
JUL 29 1994 -2 15 PM

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF CAMBRIA)

On this 25 day of July 1994, before me personally appeared Michael P. Siskq, Jr., to me personally known, who, being by me duly sworn, says that he is a Director - Marketing Sales of JOHNSTOWN AMERICA CORP. 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.

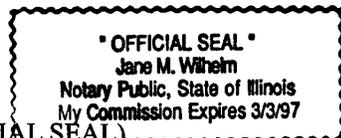
Patricia A. Tyburski
Notary Public

(NOTARIAL SEAL)



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

On this 20 day of July, 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
TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 2
JOHNSTOWN AMERICA CORPORATION
(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>
TTAX	100	654305-654404			Aug. - Sept. '94	T-4093-B

ITEM 2: February 28, 1995

ITEM 3: To be determined

ITEM 4: 17 Johns Street
Johnstown, PA 15907

* 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. Johnstown America Specification X-93133 dated December 15, 1993.

mfgagree.102