



THOMAS D. MARION
TREASURER

RECORDATION NO. 18647 FILED 1425

MAY 17 1994 -2 40 PM

INTERSTATE COMMERCE COMMISSION

May 16, 1994

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

DIRECT LINE (312) 984-3821

VIA FEDERAL EXPRESS

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

0100227061
0100227062

LICENSING BRANCH
MAY 17 2 30 PM '94

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 20, 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>
100-ton center-beam flatcars	FBC	450	TTZX	855010-855459

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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 20, 1993, recorded on January 7, 1994, recordation number 18647.
- 2) Manufacturing Agreement Supplement No. 1, dated as of February 4, 1994, recorded on February 28, 1994, recordation number 18647-A.

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

"Manufacturing Agreement Supplement No. 2 covering 450 100-ton center-beam flatcars numbered 855010-855459".

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
18647-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.

RECORDATION NO. 186476 FILED 1425

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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 20, 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 Q. Shroyer
Assistant Secretary

TTX COMPANY

By: Thomas D. Marston
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Barton
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.

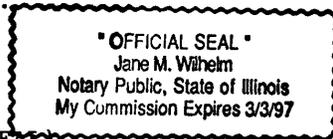


Janet L. Snyder
Notary Public

(NOTARIAL SEAL)

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.



Jane M. Wilhelm
Notary Public

(NOTARIAL SEAL)

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>
TTZX	450	855010-855459			May-Sept., '94	T-4093-P

ITEM 2: November 30, 1994

ITEM 3: To be determined.

ITEM 4: 600 East Ninth Street, Suite 5
Michigan City, IN 46230

* 100-Ton Center Beam Flatcars. TTX General Specification No. 68-43-011586, revised June 4, 1993 and TTX Supplemental Specification for 73 ft., 100-Ton Center Beam flatcars No. 68-43-091586 revised September 9, 1992. Trinity Specification F-7029 dated March 4, 1994.

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