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

ROBERT E. ZIMMERMAN
VICE PRESIDENT
AND CHIEF FINANCIAL OFFICER

DIRECT LINE (312) 984-3820
FAX (312) 984-3855

19087-A

March 17, 1995

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N. W.
Room 2303
Washington, D. C. 20423

Mar 20 9 50 AM '95
LICENSING DIVISION
OFFICE OF THE CLERK

Dear Mr. Williams:

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. 1
dated as of February 10, 1995, a secondary document
supplementing the Manufacturing Agreement dated
as of November 28, 1994.

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, Pennsylvania 15901

Mr. Vernon A. Williams
Page Two
March 17, 1995

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>
89'4" low level flatcars	FC	300	GTTX	710730-711029

Enclosed is our check in the amount of \$21.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

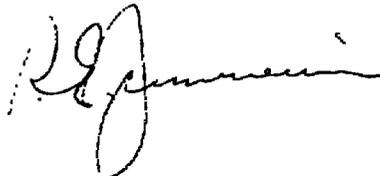
- (1) Manufacturing Agreement dated November 28, 1994,
recorded on December 9, 1994, recordation number 19087

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

"Manufacturing Agreement Supplement No. 1 covering 300 89'4" low-level
flatcars numbered 710730-711029.

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,



REZ:mkh
Enclosures
19087-A

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.

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**MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of February 10, 1995
between JOHNSTOWN AMERICA CORP. (the "Manufacturer") and TTX COMPANY (the "Company").**

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of November 28, 1994 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

(Corporate Seal)

ATTESTATION:

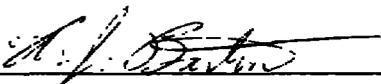

Assistant Secretary

TTX COMPANY

By: 
Treasurer

(Corporate Seal)

ATTESTATION:

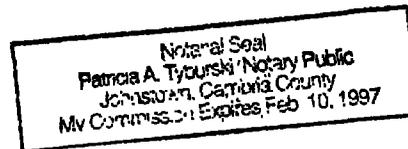

Assistant Secretary

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

On this 6 day of MARCH 1995, before me personally appeared MICHAEL P. SSKA, 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.

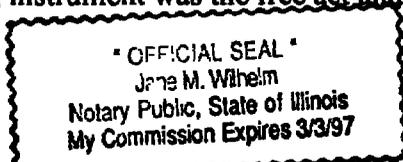
Pamela A. Tyburski
Notary Public

(NOTARIAL SEAL)



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

On this 1 day of March, 1995, 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. 1
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>
GTTX	300	710730-711029			March-May, 1995	T-5094-B

ITEM 2: September 30, 1995

ITEM 3: To be determined

ITEM 4: 17 Johns Street
Johnstown, PA 15907

* 89'4" raised side sill, low level flatcars for tri-level autorack service. TTX Company Specification No. 68-43-011586 dated January 15, 1986, revised July 1, 1994 and Supplemental Specification No. 68-39-940404 issued April 4, 1994, revised September 9, 1994. Johnstown America Specification X-94105 dated September 13, 1994.



Interstate Commerce Commission

Washington, D.C. 20423-0001

3/20/95

Office Of The Secretary

Robert E. Zimmerman-VP
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 3/20/95 at 10:00AM, and assigned recordation number(s). 19087-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100565012)

\$ 21.00 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 typed 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 your document.

Signature