



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

THOMAS D. MARION
 TREASURER

DIRECT LINE (312) 984-3821

3-064A025

18059-A

MAR 5 1993 3 10 PM

INTERSTATE COMMERCE COMMISSION
 March 3, 1993

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:

MAR 5 3 07 PM '93
 MOTOR OPERATING DIV

Manufacturing Agreement Supplement No. 1 dated as of January 13, 1993, a secondary document supplementing the Manufacturing Agreement dated as of December 1, 1992.

Parties to this transaction are as follows:

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

ITEL Rail Corporation (Manufacturer)
 200 South Michigan Avenue
 Chicago, IL 60604

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>
27-foot loading deck, 235-ton depressed center flatcar	FD	1	QTTX	130703

Sidney Strickland, Jr.

Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

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

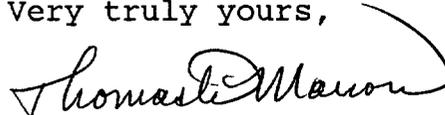
Manufacturing Agreement dated December 1, 1992,
recorded on December 30, 1992, recordation number
18059.

A short summary of this Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering
1 27-foot loading deck, 235-ton depressed center
flatcar numbered 130703".

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
18059-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.

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of January 13, 1993, between ITEL RAIL CORPORATION (the "Manufacturer") and TTX COMPANY (the "Company").

18059-A

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 1, 1992 which provides for the execution and delivery from time to time 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.

MAR 5 1993 3 20 PM

INTERSTATE COMMERCE COMMISSION

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.

ITEL RAIL CORPORATION

By: [Signature]
Vice President

(Corporate Seal)

ATTESTATION:

[Signature]
Assistant Secretary

TTX COMPANY

By: [Signature]
Treasurer

(Corporate Seal)

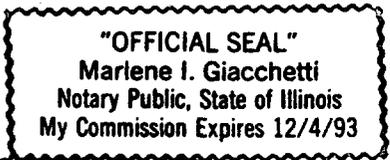
ATTESTATION:

[Signature]
Assistant Secretary

1993
MAR 5 1993

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

On this 17th day of February 1993, before me personally appeared Dennis E. Kircher, to me personally known, who, being by me duly sworn, says that he is a Vice President of ITEL RAIL CORPORATION 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.

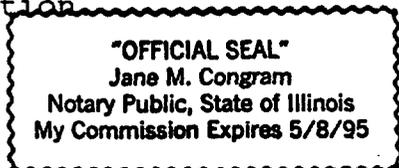


(NOTARIAL SEAL)

Mariene I. Giacchetti
Notary Public

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

On this 13TH day of January, 1993, 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. Congram
Notary Public

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

ITEL RAIL CORPORATION
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
QTTX	1	130703			March 1993	T-4A91-I

Item 2: September 30, 1993

Item 3: To be determined.

Item 4: 200 South Michigan Avenue
Chicago, IL 60604

* 27-foot loading deck, 235-ton depressed center flatcar. TTX Company General Specification No. 68-43-011586, dated January 15, 1986, revised September 9, 1992, and Supplemental Specification Number 68-43-102990 (extended to 27-foot loading deck) issued October 23, 1990 and revised October 1, 1991 (Buyer's Specification). ITEL Rail Corp. Specification SNF1289A (Seller's Specification).