



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

April 14, 1993

VIA FEDERAL EXPRESS

RECORDATION NO. 1806 KB
FILED 1425

APR 19 1993 10:05 AM

3-109A001

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

INTERSTATE COMMERCE COMMISSION

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 Amendment No. 1 dated as of April 8, 1993, a secondary document supplementing the Manufacturing Agreement dated as of December 9, 1992 and the Manufacturing Agreement Supplement No. 1 dated as of February 11, 1993.

Parties to this transaction are as follows:

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

Thrall Car Manufacturing Company (Manufacturer)
2521 S. State Street
Chicago Heights, IL 60411

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> |
|--|-----------------------------------|---------------------|---------------|-----------------|
| Single-unit double stack container cars. | FC | 260 | DTTX | 54700-54959 |

APR 19 9 58 AM '93
MOTOR

Sidney L. Strickland, Jr.

April 14, 1993

Page Two

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

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

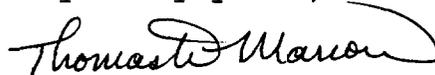
- 1) Manufacturing Agreement dated December 9, 1992, recorded on December 30, 1992, recordation number 18061.
- 2) Manufacturing Agreement Supplement No. 1 dated as of February 11, 1993, recorded on March 10, 1993, recordation number 18061-A.

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

"Manufacturing Agreement Amendment No. 1, replacing Annex A to the Manufacturing Agreement with the Amended Annex A, covering 260 single-unit double-stack container well cars numbered 54700-54959."

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

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.

18061-B

Interstate Commerce Commission
Washington, D.C. 20423

4/19/93

OFFICE OF THE SECRETARY

Thomas d. Marion

Treasurer

TTX Company

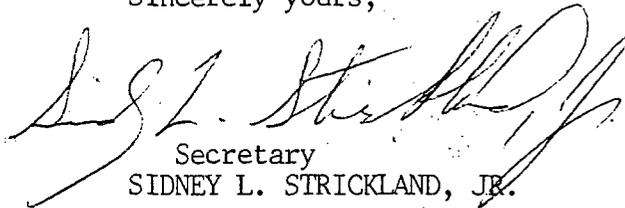
101 North Wacker Drive

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 **4/19/93** at **10:05am**, and assigned
recordation number(s). **18061-B**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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MANUFACTURING AGREEMENT AMENDMENT #1, dated as of April 8, 1993, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 9, 1992, and a Manufacturing Agreement Supplement No. 1 dated as of February 11, 1993, which provides for the execution and delivery from time to time of amendments thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

Annex A to said Manufacturing Agreement Supplement No. 1 is being replaced by the Amended Annex A attached hereto. The information set forth in Item 1 of Annex A hereto in respect of the 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.

RECORDATION NO 18061-B FILE

APR 19 1993 10-05A

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.

THRALL CAR MANUFACTURING COMPANY

By: George S. McHally
Vice President

(Corporate Seal)

ATTESTATION:

Michael J. Casey
Assistant Secretary

TTX COMPANY

By: R. J. Jurek
Vice President &
Chief Financial Officer

(Corporate Seal)

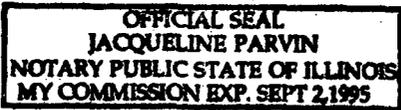
ATTESTATION:

A. J. Boston
Assistant Secretary

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

On this 12th day of April 1993, before me personally appeared George S. McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING 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.

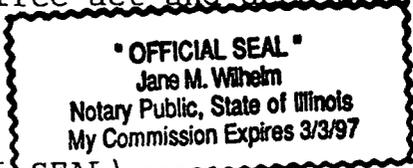


Jacqueline Parvin
Notary Public

(NOTARIAL SEAL)

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

On this 9 day of April, 1993, before me personally appeared Robert E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President & Chief Financial Officer 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)

AMENDED ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

THRALL CAR MANUFACTURING COMPANY
(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> |
|--------------|-------------|--|------------------------------------|-------------------------------------|-------------------------------------|--|
| DTTX | 260 | 54700-54959 | | | May-Aug. '93 | T-4092-T |

Item 2: November 30, 1993

Item 3: To be determined.

Item 4: 2521 State Street
Chicago Heights, IL 60411

* Single-unit double-stack container cars. TTX Company General Specification No. 68-43-011586, dated January 15, 1986, revised September 9, 1992 and TTX Supplemental Specification NO. 68-43-032490 issued March 24, 1990, revised April 27, 1992. Thrall specification FC-069-92Q137.

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