



THOMAS D. MARION
TREASURER

3-064A026

18089-B

MAR 5 1993 3 10 PM

INTERSTATE COMMERCE COMMISSION

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

DIRECT LINE (312) 984-3821

MAR 5 1993 3 10 PM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

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

March 3, 1993

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 February 11, 1993, a secondary document supplementing the Manufacturing Agreement dated as of December 9, 1992.

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>
5-unit Articulated All Purpose Spine Car	FCA	60	TTAX	79817-79876

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Sidney Strickland, Jr.

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

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:

- 1) Manufacturing Agreement dated December 9, 1992, recorded on January 6, 1993, recordation number 18089.
- 2) Manufacturing Agreement Supplement NO. 1, dated as of January 13, 1993, recorded on January 25, 1993, recordation number 18089-A.

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

"Manufacturing Agreement Supplement No. 2 covering 60 5-unit Articulated All Purpose Spine cars numbered 79817-79876".

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
18089-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.

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MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of February 11, 1993 between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TTX COMPANY (the "Company"). MAR 5 1993 3:10 PM

The parties hereto have heretofore entered ~~into~~ ^{INTERSTATE COMMERCE COMMISSION} Manufacturing Agreement dated as of December 9, 1992 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 D. Shroy
Assistant Secretary

TTX COMPANY

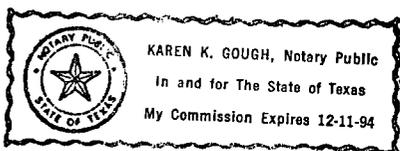
By: J. D. Marion
Treasurer

(Corporate Seal)

ATTESTATION:
A. J. Darter
Assistant Secretary

STATE OF TEXAS)
) SS.:
COUNTY OF DALLAS)

On this 17th day of February 1993, before me personally appeared W.C. Newby, to me personally known, who, being by me duly sworn, says that he is a VP - Freight Car Sales 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.



Karen K. Gough
Notary Public

(NOTARIAL SEAL)

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

On this 11 day of February, 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.



Jane M. Congram
Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

TRINITY INDUSTRIES, INC.
(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. (Contra Number)</u>
TTAX	60	79817-79876			April - May '93	T-4092-

Item 2: October 31, 1993

Item 3: To be determined.

Item 4: 600 East Ninth Street, Suite 5
Michigan City, IN 46360

* Five-Platform Articulated All-Purpose Spine Cars, to handle containers and 28 ft. through 48 ft. trailers. TTX specification 68-43-011586 dated January 15, 1986, revised September 9, 1992 and TTX Supplemental Specification No. 68-43-083188 dated August 31, 1988 revised September 9, 1992 and Trinity Specification PSM-2204 dated August 6, 1992 (Seller's Specification).