

2-303A001

DAVIS POLK & WARDWELL

450 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017

212-450-4000  
FAX: 212-450-4800

FREDERICK'S PLACE  
LONDON EC2R 8AB

2-1, MARUNOUCHI 1-CHOME  
CHIYODA-KU, TOKYO 100

MESSETURM  
6000 FRANKFURT AM MAIN 1

CHASE MANHATTAN PLAZA  
NEW YORK, N.Y. 10005

1300 I STREET, N.W.  
WASHINGTON, D.C. 20005

4, PLACE DE LA CONCORDE  
75008 PARIS

WRITER'S DIRECT NUMBER:

• 17985  
XXXXXXXXXX 1234 5678

OCT 29 1992 8 50 AM

October 29, 1992

INTERSTATE COMMERCE COMMISSION

Re: TTX Company - Mortgage of Rolling  
Stock to Secure Series 53 Equipment  
Trust Certificates

Interstate Commerce Commission  
12th St. and Constitution Ave., N.W.  
Washington, D.C. 20423

Attention: Sidney L. Strickland, Secretary

Dear Mr. Secretary:

I have enclosed two fully executed and acknowledged  
originals of the document described below, to be recorded  
pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a mortgage dated October 29, 1992  
and is a "primary document" as defined in the applicable  
regulations.

The names and addresses of the parties to the  
documents are as follows:

Mortgagor: TTX Company  
101 North Wacker Dr.  
Chicago, Ill. 60606

Mortgagee: Mercantile-Safe Deposit and Trust Company,  
Trustee  
Two Hopkins Plaza  
Baltimore, Md. 21201

The equipment covered by the document is center-  
partitioned bulkhead flatcars for transporting lumber, five-  
unit articulated all-purpose spine flat cars, five-unit  
articulated double-stack container well cars and single-unit

NO. 23  
OCT 29 8 49 AM '92

*Miriam Meluskey*  
*Legal Assistant*

October 29, 1992

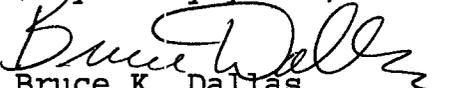
or drawbar connected double-stack container well cars, or other cars of comparable or better utility, but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company, such equipment is identified with more particularity in Schedule A to the mortgage.

A fee of sixteen dollars (\$16.00) is enclosed. Please return one of the originals to me at Davis Polk & Wardwell, 450 Lexington Avenue, New York, NY 10017.

A short summary of the document to appear in the index follows:

A mortgage between TTX Company, 101 North Wacker Drive, Chicago, Illinois, 60606, and Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland, 21201, dated October 29, 1992 and securing Series 53 Equipment Trust Certificates, for center-partitioned bulkhead flatcars for transporting lumber, five-unit articulated all-purpose spine flat cars, five unit articulated double-stack container well cars and single-unit or drawbar connected double-stack container well cars, or other cars of comparable or better utility, but not including any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company, such equipment is identified with more particularity in Schedule A to the mortgage.

Very truly yours,

  
Bruce K. Dallas  
Representative for  
TTX Company

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/29/92

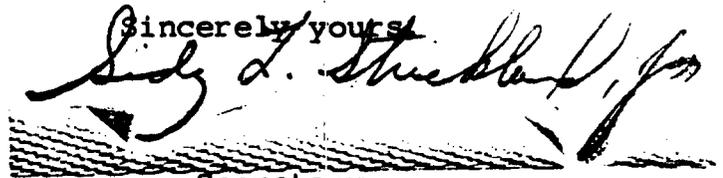
OFFICE OF THE SECRETARY

Bruce K. Dallas  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, N.Y. 10017

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 10/29/92 at 8:50am, and assigned re-  
recording number(s). 17985

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30  
(7/79)

17985

REGISTRATION NO. \_\_\_\_\_ FILED 11/25

MORTGAGE OF ROLLING STOCK TO SECURE SERIES 53  
EQUIPMENT TRUST CERTIFICATES OF TTX COMPANY

OCT 29 1992 - 8:50 AM

INTERSTATE COMMERCE COMMISSION

TTX COMPANY, a Delaware corporation ("Company"), whose address is 101 North Wacker Drive, Chicago, Illinois 60606 hereby grants, mortgages and pledges to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, as Trustee, whose address is Two Hopkins Plaza, Baltimore, Maryland 21201, and its successors and assigns, for the equal and ratable security and benefit of the Holders, from time to time, of the Series 53 Equipment Trust Certificates ("Certificates") of the Company, issued pursuant to an Equipment Trust Certificate Agreement dated as of October 29, 1992, ("Agreement") without priority of any one Certificate over any other, a security interest in and mortgage lien on all estate, right, title and interest of the Company in, to and under the rolling stock described in Appendix A hereto and the proceeds thereof.

The security interest and mortgage herein granted does not include any special devices, racks or assemblies, at any time attached to any such rolling stock, the title to which is in any person other than the Company.

Certain rights and duties of the Company and the Trustee as between each other and with respect to the holders of the Certificates issued thereunder are provided for in the Agreement.

No failure or delay by the Trustee or any Holder in exercising any right, power or privilege hereunder, or under any Certificate shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

This Mortgage may be amended, waived or supplemented only by a writing executed by the Company and the Trustee.

THIS AGREEMENT, THE MORTGAGE AND THE CERTIFICATES SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

THE COMPANY, THE TRUSTEE AND EACH HOLDER OF THE CERTIFICATES HEREBY IRREVOCABLY WAIVE ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATING TO THIS MORTGAGE OR THE CERTIFICATES.

This Mortgage may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Mortgage, together with the Agreement and the Certificates, although each are separate instruments, constitutes the entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

If any provision hereof is invalid or unenforceable in any jurisdiction, then, to the fullest extent permitted by law, (i) the other provisions hereof shall remain in full force and effect in such jurisdiction and shall be liberally construed in order to carry out the intentions of the parties hereto as nearly as may be possible; and (ii) the invalidity or unenforceability of any provision hereof in any jurisdiction shall not affect the validity or enforceability of such provision in any other jurisdiction.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this 29th day of October 1992.

TTX COMPANY

By: \_\_\_\_\_

*Thomas D. Marion*  
Name: Thomas D. Marion  
Title: Treasurer

[CORPORATE SEAL]

Attest:

\_\_\_\_\_  
Name:  
Title: Corporate Trust  
Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, TRUSTEE

By: \_\_\_\_\_

Name:  
Title:

THE COMPANY, THE TRUSTEE AND EACH HOLDER OF THE CERTIFICATES HEREBY IRREVOCABLY WAIVE ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATING TO THIS MORTGAGE OR THE CERTIFICATES.

This Mortgage may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Mortgage, together with the Agreement and the Certificates, although each are separate instruments, constitutes the entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

If any provision hereof is invalid or unenforceable in any jurisdiction, then, to the fullest extent permitted by law, (i) the other provisions hereof shall remain in full force and effect in such jurisdiction and shall be liberally construed in order to carry out the intentions of the parties hereto as nearly as may be possible; and (ii) the invalidity or unenforceability of any provision hereof in any jurisdiction shall not affect the validity or enforceability of such provision in any other jurisdiction.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this 29th day of October 1992.

TTX COMPANY

By: \_\_\_\_\_  
Name:  
Title:

[CORPORATE SEAL]

Attest:

  
Name: Robert D. Brown  
Title: Corporate Trust  
Officer

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, TRUSTEE

By:   
Name: John M. Mitchell  
Title: VICE PRESIDENT



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

On this \_\_\_ day of October 1992 before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of TTX COMPANY, a Delaware corporation, that the seal affixed to the foregoing Mortgage of Rolling Stock to Secure Series 53 Equipment Trust Certificates of TTX Company 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

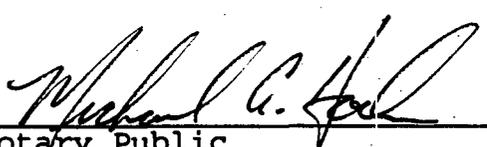
\_\_\_\_\_  
Notary Public

My Commission expires:

STATE OF MARYLAND )  
 ) SS.:  
COUNTY OF BALTIMORE )

On this <sup>23<sup>rd</sup></sup> day of October 1992 before me personally appeared John M. Mitchell to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Mortgage of Rolling Stock to Secure Series 53 Equipment Trust Certificates of TTX Company 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

  
\_\_\_\_\_  
Notary Public

My Commission expires: 9/25/94

ET53  
10/26/92

SCHEDULE A

TTX COMPANY  
EQUIPMENT TRUST AGREEMENT NO. 53  
DATED AS OF OCTOBER 29, 1992  
CLOSING #1. DATED OCTOBER 29, 1992

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC.					
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	1	5	75233.	JULY, '92	T-4091-F
	102	510	75286-75387.	JULY-AUG, '92	T-4891-F
JOHNSTOWN AMERICA CORPORATION					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINERS- TTAX.	27	135	78771-78797.	APRIL, '92	T-4091-B
	32	160	78770.	MAY, '92	T-4091-B
			78798-78809.		
			78811-78821.		
			78825-78827.		
			78829-78832.		
			78834.		
	40	200	78822-78824.	JUNE, 1992	T-4091-B
			78828,78833.		
			78835-78869.		
	72	360	780000-780049.	JULY-AUG, '92	T-2092-B
			780051-780072.		
	41	205	780073-780113.	SEPTEMBER, '92	T-2092-B
	1	5	780050.	SEPTEMBER, '92	T-2092-B
THRALL CAR MANUFACTURING					
SINGLE-UNIT DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	131	131	54391,54402.	JUNE-JULY, '92	T-4C91-T
			54420-54430.		
			54432-54549.		
THREE-UNIT DRAWBAR-CONNECTED DOUBLE STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	21	63	25203-25223.	JULY-AUG, '92	T-2A92-T
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	150	150	87697-87846.	FEB-APRIL, '92	T-4891-T
TRINITY INDUSTRIES, INC.					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE	100	500	76937-76999.	MARCH-JULY, '92	T-4A91-P
			79500-79536.		

HITCHES FOR CARRYING TRAILERS OR CONTAINERS- TTAX.	52	260	79537-79588.	AUG-SEP, '92	T-2A92-P
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	249	249	84100-84318, 84320-84349.	FEB-MAY, '92	T-4091-P

TOTAL

1,019	2,933
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