

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS
(312) 6

M

DIRECT LINE: (312)

THOMAS D. MARION
TREASURER

0-073A02

March 13, 1990

VIA FEDERAL EXPRESS

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, D.C. 20423

RECORDATION NO 15153-1 FILED 1429

MAR 14 1990 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

Manufacturing Agreement Amendment No.1 dated as of March 1, 1990, a secondary document supplementing the Manufacturing Agreement dated as of January 14, 1987.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Thrall Car Manufacturing Co. (Manufacturer)
26th and 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>	<u>Contract</u>
Five-unit articulated double-stack container well cars with 125-ton trucks	FC	10	DTTX	110070-110079	T-6086-T

* All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

MAR 14 11 03 AM '90

Honorable Noretta R. McGee
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Enclosed is our check in the amount of \$15.00 to cover filing fees.

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

- (1) Manufacturing Agreement dated January 14, 1987, recorded on January 20, 1987, at 9:45 a.m., recordation number 15153.

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

"Manufacturing Agreement Amendment No. 1 dated March 1, 1990, covering 10 five-unit articulated well cars of 125-ton capacity, numbered 110070-110079."

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 Congram 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 Amendment No. 1, dated as of March 1 1990, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company")

RECORDATION NO. MAR 14 1990 INTERSTATE COMMERC

WHEREAS the parties hereto have heretofore entered into a Manufacturing Agreement dated as of January 14, 1987 ("Agreement") which provides for the sale, transfer and delivery of certain units of standard gauge railroad equipment as described in Annex A thereto; and

WHEREAS the parties hereto desire to amend Annex A to delete certain car numbers and to subject to said Agreement certain units described herein;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree as follows;

- (1) Ten units of equipment previously listed in Item 1 of Annex A to the Agreement as company car numbers 62566 through 62575 are hereby deleted from the Agreement.
- (2) Ten units of equipment listed in Item 1 of Annex A hereto are hereby subjected to said Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Item 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the 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.

THRALL CAR MANUFACTURING COMPANY

By: George S. Mohally
Vice President

(Corporate Seal)

ATTESTATION:

P. H. Ledebur
Secretary

TRAILER TRAIN COMPANY

By: Thomas M. Mason
Treasurer

(Corporate Seal)

ATTESTATION:

James T. G.
Secretary

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

On this 9th day of March 1990, before me personally appeared G. 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.

Lynda Clayton

Notary Public

OFFICIAL SEAL
LYNDA CLAYTON
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. APR. 8, 1993

(NOTARIAL SEAL)

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

On this 8th day of March 1990, before me personally appeared T. D. Marion, to me personally know, who, being by me duly sworn, say that he is the Treasurer of TRAILER TRAIN 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.

John G. Rainsford

Notary Public

(NOTARIAL SEAL)
OFFICIAL SEAL
John G. Rainsford
Notary Public, State of Illinois
My Commission Expires 10/1/90

ANNEX A
TO MANUFACTURING AGREEMENT AMENDMENT NO. 1

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN 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 (Con Num</u>
DTTX*	10	110070-110079			March '90	T-

Item 2: September 30. 1990

Item 3: To be determined

Item 4: 26th and State Street
Chicago Heights, IL 60411

* Five-unit articulated double stack container well cars with 125-trucks.