

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821

THOMAS D MARION
TREASURER

August 14, 1990

VIA FEDERAL EXPRESS

0-228A007

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

RECORDATION NO. 16788 FILED 1425

AUG 16 1990 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

AUG 16 11 35 AM '90

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 Supplement No. 2 dated as of July 23, 1990, a secondary document supplementing the Manufacturing Agreement dated as of March 5, 1990.

Parties to this transaction are as follows:

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

Thrall Car Manufacturing Company (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>
100-Ton Center Beam Flatcars	FC	50	TTZX	87232-87281

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

Honorable Noreta R. McGee
August 14, 1990
Page Two

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

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

- (1) Manufacturing Agreement dated March 5, 1990, recorded on March 8, 1990, at 11:25 a.m., recordation number 16788.
- (2) Manufacturing Agreement Supplement No. 1 dated May 30, 1990, recorded on June 18, 1990, recordation number 16788-A.
- (3) Manufacturing Agreement partial release dated July 10, 1990, recorded on August 1, 1990, recordation number 16788-B.
- (4) Manufacturing Agreement partial release dated July 16, 1990, recorded on August 1, 1990, recordation number 16788-C.

A short summary of this Manufacturing Agreement Supplement #2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 50 100-ton Center Beam Flatcars numbered 87232-87281".

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.

Interstate Commerce Commission
Washington, D.C. 20423

8/17/90

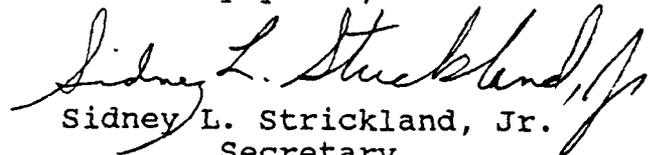
OFFICE OF THE SECRETARY

Thomas D. Marion
Treasurer
Trailer Train 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 8/16/90 at 11:40am, and assigned recordation number(s). 16788-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of July 23, 1990, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

RECORDED 16788
AUG 28 1990 - 11 40 AM
INDESTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of March 5, 1990 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.

THRALL CAR MANUFACTURING COMPANY

By: George S. Morally
Vice President

(Corporate Seal)

ATTESTATION:

[Signature]
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Mason
Treasurer

(Corporate Seal)

ATTESTATION:

[Signature]
Assistant Secretary

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

On this 26th day of July, 1990, 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.



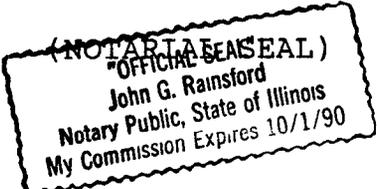
(NOTARIAL SEAL)

Jacqueline Parvin
Notary Public

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

On this 23rd day of July, 1990, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says 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



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

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. (Contract Number)</u>
TTZX	50	87232-87281	\$48,335	\$2,416,750	Sept.-Oct. '90	T-1A90-T

Item 2: March 31, 1991

Item 3: To be determined.

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

* 100-ton Center Beam Flatcars. Trailer Train Specification "General Requirement for Freight Cars" No. 68-43-011586, revised October 20, 1989 and Trailer Train Specification for 73 ft. 100-ton Center Beam Flatcars No. 68-43-091586, revised November 1, 1989, and Thrall Specification FBS-73-90Q63D dated 3/14/90 (Seller's Specification).