

15100

**TRAILER TRAIN  
COMPANY**

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

DIRECT LINE (312) 984-3821

THOMAS D MARION  
TREASURER

August 27, 1990

VIA FEDERAL EXPRESS

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

0-240A052  
RECORDATION NO. 16886-C FILED 1425

AUG 28 1990 - 11 23 AM

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 three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of August 15, 1990, a secondary document supplementing the Manufacturing Agreement dated as of February 8, 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>
5-unit Articulated Double Stack Container Well Car	FC	1	DTTX	72632

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

Aug 28 11 21 AM '90

Sidney L. Strickland, Jr.  
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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 February 8, 1990, recorded on March 23, 1990, recordation number 16806.
- (2) Partial Release dated June 28, 1990, recorded On June 29, 1990, recordation number 16806-A.
- (3) Partial Release dated July 13, 1990, recorded on August 1, 1990, recordation number 16806-B.

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

"Manufacturing Agreement Supplement No. 1 covering 1 5-unit Articulated Double Stack Container Well Car numbered 72632".

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 SUPPLEMENT #1, dated as of August 15, 1990, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

16806-C  
AUG 28 1990 - 11 32 AM  
INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 8, 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. Mahally  
Vice President

(Corporate Seal)

ATTESTATION:

P. J. Ledwith  
Assistant Secretary

TRAILER TRAIN COMPANY

By: [Signature]  
Vice President and  
Chief Financial Officer

(Corporate Seal)

ATTESTATION:

A. J. Boston  
Assistant Secretary

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

On this 20<sup>th</sup> day of August, 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.



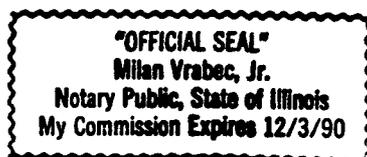
Delphene C. Brands  
Notary Public

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

On this 16<sup>th</sup> day of August, 1990, before me personally appeared Robert E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Chief Financial Officer 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.

Robert E. Zimmerman  
Notary Public

(NOTARIAL SEAL)



ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #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. (Contract Number)</u>
DTTX	1	72632	\$193,625.00	\$193,625.00	Aug. '90	T-1B90-T

Item 2: February 28, 1991

Item 3: To be determined.

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

\* Five-unit articulated well car of 125 ton capacity built in accordance with Trailer Train Specification number 68-43-011586 dated January 15, 1986, revised October 20, 1989, and Supplemental Specification No. 68-43-03228 issued 3/22/88 (Buyer's Specifications), and Thrall Car Manufacturing Specification number FC-308-0584 (Seller's Specification). Capacity: 48' containers in all wells; two 20' or 24' containers in all wells.