

**TRAILER TRAIN
COMPANY**

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

DIRECT LINE (312) 984-3821

THOMAS D MARION
TREASURER

January 29, 1991

VIA FEDERAL EXPRESS

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

1-031A035

16912-H
RECEIVED BY _____

JAN 31 1991 -3 05 PM

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 December 7, 1990, a secondary document, Supplementing the Manufacturing Agreement dated as of May 30, 1990.

Parties to this transaction are as follows:

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

Bethlehem Steel Corporation (Manufacturer)
17 John Street
Johnstown, PA 15907

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-platform, articulated all-purpose spine car	FC	70	TTAX	78700-78769

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

NOTICE OF FILING
JAN 31 1991 2 16 PM '91

Mr. Sidney L. Strickland
January 29, 1991
Page Two

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 May 30, 1990, recorded on June 28, 1990, recordation number 16912.
- (2) Partial Release dated July 25, 1990, recorded September 4, 1990, recordation number 16912-A.
- (3) Partial Release dated August 10, 1990, recorded September 4, 1990, recordation number 16912-B.
- (4) Partial Release dated August 13, 1990, recorded on September 4, 1990, recordation number 16912-C.
- (5) Partial Release dated September 20, 1990, recorded September 24, 1990, recordation number 16912-D.
- (6) Partial Release dated September 25, 1990, recorded October 3, 1990, recordation number 16912-E.
- (7) Partial Release dated October 22, 1990, recorded December 3, 1990, recordation number 16912-F.
- (8) Partial Release dated December 10, 1990, recorded December 12, 1990, recordation number 16912-G.

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

"Manufacturing Agreement Supplement No. 1 covering 70 five-platform, articulated All-Purpose Spine Cars numbered 78700-78769."

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/bar
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

1/31/91

OFFICE OF THE SECRETARY

T.D. Marion

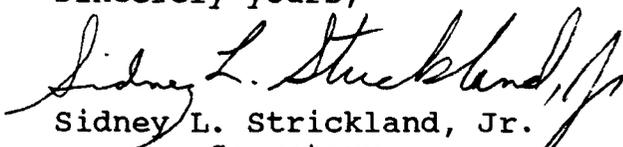
Trailer Train Company

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 1/11/91 at 3:05pm, and assigned recordation number(s). 16912-H

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of December 7, 1990, between BETHLEHEM STEEL CORPORATION (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

RECORDED IN 16912
JAN 11 1991 - 3 05 PM
INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 30, 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.

BETHLEHEM STEEL CORPORATION

By: A. M. Welby
Vice President

(Corporate Seal)

ATTESTATION:
[Signature]
Assistant Secretary

TRAILER TRAIN COMPANY

By: J. D. Marrow
Treasurer

(Corporate Seal)

ATTESTATION:
[Signature]
Assistant Secretary

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

BETHLEHEM STEEL CORPORATION
(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>
TTAX	70	78700-78769	\$158,794.00	\$11,115,580	Feb.-April, 1991	T-4090-B

Item 2: August 31, 1991

Item 3: To be determined.

Item 4: 17 John Street
Johnstown, PA 15907

* Five-platform articulated All-purpose Spine cars built in accordance with Trailer Train Co., Specification No. 68-43-011586, dated January 15, 1986, revised November 1, 1990. Trailer Train Supplemental Specification No. 68-43-083188 dated August 31, 1988, revised November 1, 1990. Bethlehem Steel Specification X-90025 revision A dated October 11, 1990.

STATE OF Pennsylvania)
COUNTY OF Lehigh) SS.:

On this 4th day of January 1990¹, before me personally appeared G. M. Weller, to me personally known, who, being by me duly sworn, says that he is a _____ of BETHLEHEM STEEL CORPORATION 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.

Ethel H. Vary
Notary Public



NOTARIAL SEAL
Ethel H. Vary, Notary Public
City of Bethlehem, Lehigh County, Pa.
My Commission Expires July 17, 1994

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this 25th day of January, 1990⁹¹, 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 P. Hoyt
Notary Public

