

**TRAILER TRAIN
COMPANY**

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

DIRECT LINE (312) 984-3824

ANTHONY J. BARTON
DIRECTOR - EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

January 2, 1991

1-007A028

VIA FEDERAL EXPRESS

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

16913-1 F
JAN 7 1991 -9 10 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. 2 dated as of December 12, 1990, a secondary document Supplementing the Manufacturing Agreement dated as of June 12, 1990.

Parties to this transaction are as follows:

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

Trinity Industries, Inc. (Manufacturer)
600 East Ninth Street
Michigan City, MI 46360

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 single well container flatcars	FC	13	TTAX	76602-76614

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

Mr. Sidney L. Strickland

January 2, 1991

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 June 12, 1990, recorded on June 28, 1990, recordation number 16913.
- (2) Partial Release dated August 14, 1990, recorded August 28, 1990, recordation number 16913-A.
- (3) Partial Release dated September 14, 1990, recorded September 24, 1990, recordation number 16913-B.
- (4) Manufacturing Agreement Supplement No. 1 dated October 25, 1990, recorded on November 9, 1990, recordation number 16913-C.
- (5) Partial Release dated October 19, 1990, recorded December 3, 1990, recordation number 16913-D.
- (6) Partial Release dated November 15, 1990, recorded December 10, 1990, recordation number 16913-E.

A short summary of this Supplement No. 2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement covering 13 five-unit, articulated, all-purpose Spine flatcars numbered 76602-76614."

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,



AJB/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.

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of December 12, 1990, between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

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1991-9-30 AM
ONTARIO COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 12, 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.

TRINITY INDUSTRIES, INC.

By: W.C. Newby
W.C. NEWBY
VICE PRESIDENT SALES
FREIGHT CAR DIVISION

(Corporate Seal)
ATTESTATION:
Neil O. [Signature]
Assistant Secretary

TRAILER TRAIN COMPANY

By: [Signature]
Treasurer Vice-President

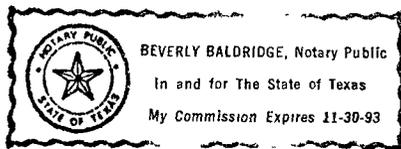
(Corporate Seal)

ATTESTATION:
[Signature]
Assistant Secretary

TRINITY INDUSTRIES, INC.
1991-9-30 AM
ONTARIO COMMERCE COMMISSION

STATE OF TEXAS)
) SS.:
COUNTY OF DALLAS)

On this 17th day of December 1990, before me personally appeared W. C. Newby, to me personally known, who, being by me duly sworn, says that he is a Vice President Freight Car Sales of TRINITY INDUSTRIES, INC. 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.



Beverly Baldrige
Notary Public

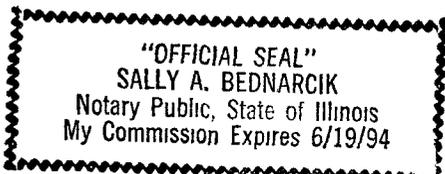
(NOTARIAL SEAL)

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

On this 2nd day of January, 1991, before me personally appeared R.E. Zimmerman to me personally known, who, being by me duly sworn, says that he is the VICE PRESIDENT 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.

Sally A. Bednarcik
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

TRINITY INDUSTRIES, INC.
(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. (Contra Number)</u>
TTAX	13	76602-76614			January '91	T-1090-

Item 2: July 31, 1991

Item 3: To be determined.

Item 4: 600 East Ninth Street, Suite 5
Michigan City, IN 46360

* All-Purpose Spine Cars, to handle containers and 28 ft. through 48 ft. trailers. Trailer Train specification 68-43-011586 dated January 15, 1986, revised October 20, 1989 and Trailer Train Supplemental Specification No. 68-43-083188 dated August 31, 1988 revised March 9, 1990 and Trinity Specification PSM-1125 dated October 24, 1988, revised March 9, 1989 (Selle Specification).