



ANTHONY J BARTON
 DIRECTOR EQUIPMENT FINANCING &
 ASSISTANT TREASURER

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

DIRECT LINE (312) 984-3824
 FAX (312) 984-3855

October 26, 1994

0100424006

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
 Acting Secretary
 Interstate Commerce Commission
 12th & Constitutional Avenue, N.W.
 Room 2303
 Washington, DC 20423

RECORDATION NO. 19295-G FILED 1425

NOV - 4 1994 - 4 00 PM
 INTERSTATE COMMERCE COMMISSION

RECEIVED
 OFFICE OF THE
 SECRETARY
 Oct 27 3 18 PM '94
 RECEIVED
 OFFICE OF THE
 SECRETARY
 NOV 4 3 58 PM '94
 LICENSING BRANCH
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Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Supplemental Agreement No. 6 dated as of October 10, 1994,
 Supplementing the Equipment Trust Agreement dated as of April 15,
 1991.

This Supplemental Agreement is a secondary document.

Parties to this transaction are as follows:

TTX Company (Company)
 101 North Wacker Drive
 Chicago, Illinois 60606

Mercantile-Safe Deposit & Trust Company (Trustee)
 Two Hopkins Plaza
 Baltimore, MD 21201

A general description of this Supplemental Agreement is as follows:

“Supplemental Agreement No. 6 to the Mortgage of Rolling Stock dated as of April 15, 1991, substituting four DTTX cars numbered 74226-74229, for five TTAX cars numbered 78723, 76748, 76685, 76665 and 76778.”

Mr. Vernon A. Williams

October 26, 1994

Page Two

Enclosed is our check in the amount of \$18.00 to cover filing fees.

Prior recordations pertaining to this Supplemental Agreement are as follows:

- 1) Equipment Trust Agreement dated as of April 15, 1991, recorded on May 2, 1991, recordation number 17295.
- 2) Supplement No. 1 to the Mortgage of Rolling Stock, dated as of May 28, 1991, recorded on June 17, 1991, recordation number 17295-A.
- 3) Supplement No. 2 to the Mortgage of Rolling Stock, dated as of June 17, 1991, recorded on June 17, 1991, recordation number 17295-B.
- 4) Supplement No. 3 to the Mortgage of Rolling Stock, dated as of June 28, 1991, recorded on June 28, 1991, recordation number 17295-C.
- 5) Supplement No. 4 to the Mortgage of Rolling Stock, dated as of July 31, 1991, recorded on July 31, 1991, recordation number 17295-D.
- 6) Supplement No. 5 to the Mortgage of Rolling Stock, dated as of August 29, 1991, recorded on August 29, 1991, recordation number 17295-E.

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

“Supplemental Agreement No. 6 to the Equipment Trust Agreement dated as of April 15, 1991, substituting four DTTX cars numbered 74226-74229 for five TTAX cars numbered 78723, 76748, 76685, 76665 and 76778.”

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
william1 doc

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.



TTX COMPANY

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

November 1, 1994

Ms. Janice M. Fort
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

Dear Ms. Fort:

Per your recent telephone call, I am enclosing a check for \$3.00 to supplement the earlier \$18.00 check sent to you. The filing in question is a Supplement to Document 17295.

In the future, please call me at (312) 984-3841 to inform me of any changes in filing requirements.

Thank you.

Sincerely,

Jane M. Wilhelm
Manager - Financing Administration

JMW:nlw
Enclosure
jmwicc.doc

Interstate Commerce Commission

Washington, D.C. 20423

11/7/94

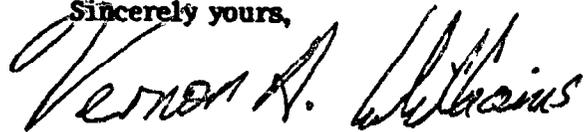
OFFICE OF THE SECRETARY

Anthony J. Barton
Direct Equipment Financing &
Assistant Treasurer
TTX 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 11/4/94 at 4:00PM, and assigned recordation number(s). 17295-G

Sincerely yours,



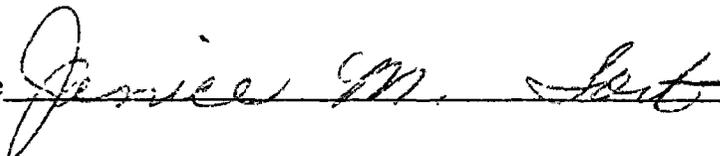
Vernon A. Williams
Secretary

Enclosure(s)

(0100424006)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 17295-6 FILED 1425
NOV - 4 1994 - 4 00 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT NO. 6, dated as of October 10, 1994, between TTX Company, a Delaware corporation, (the "Company") and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, Trustee thereunder (the "Trustee").

WHEREAS, the Trustee and the Company have entered into an Equipment Trust Agreement dated as of April 15, 1991 (the "Trust Agreement") which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. section 11303 on May 2, 1991 at 9:25 a.m., recordation number 17295 and deposited in the Office of Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada on May 6, 1991, at 1:20 a.m. providing for the financing of certain equipment as set forth therein;

WHEREAS, in compliance with section 5.03 of the Trust Agreement, notices of Casualty Occurrences were given by the Company to the Trustee for the units of Equipment as described in Schedule A attached hereto, (hereinafter called the "Casualty Occurrences") such that the total Value of all such Casualty Occurrences now exceeds \$500,000; and

WHEREAS, the Company desires to substitute other railroad flatcars of equal or greater value, utility and service life, as described in Schedule B attached hereto (hereinafter called "Substituted Equipment").

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT NO. 6
WITNESSETH:

Title to the units of equipment comprising the Casualty Occurrences is hereby assigned and transferred to the Company by the Trustee and is no longer subject to the terms and conditions of the Trust Agreement.

The Substituted Equipment is hereby subject to the terms and conditions of the Trust Agreement in compliance with Section 4.03 thereof.

Except as herein amended, the Trust Agreement remains in full force and effect.

The Company will cause this Supplemental Agreement No. 6 to be recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and duly deposited with the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada.

This Supplemental Agreement No. 6 will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

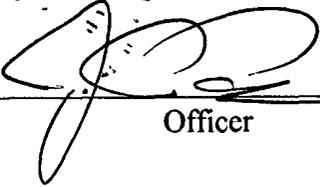
IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporation authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective seals to be hereunto affixed, duly attested, as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT
& TRUST COMPANY

By: Robert D. Brown

(CORPORATE SEAL)

ATTEST:



Officer

TTX COMPANY

By: Thomas D. Marion
Thomas D. Marion
Treasurer





Corporate Secretary

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

On this 21 day of October 1994 before me personally appeared Thomas D. Marion to me personally known, who being by me duly sworn, says that he is the Treasurer of TTX COMPANY, a Delaware corporation, that the seal affixed to the foregoing Supplement No. 6 dated October 10, 1994, to the Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of TTX Company 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

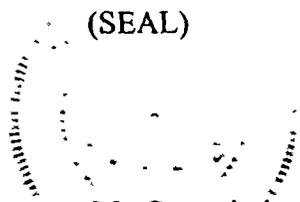


Jane M. Wilhelm
Notary Public

My Commission expires:

STATE OF MARYLAND)
city) SS.:
COUNTY OF BALTIMORE)

On this ___ day of _____ 1994 before me personally appeared Robert D. Brown to me personally known, who being by me duly sworn, says that he is the CORPORATE TRUST OFFICER of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Supplement No. 6 dated October 10, 1994, to the Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of TTX Company 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Marion D. Allen
Notary Public

My Commission expires: 11/10/98

**SCHEDULE A TO SUPPLEMENT NO. 6
DATED AS OF OCTOBER 10, 1994**

EQUIPMENT SUFFERING CASUALTY OCCURRENCES

ETA 51 dated 04/15/91

<u>UNIT #</u>	<u>DESTROYED DATE</u>	<u>CASUALTY VALUE</u>
078723 *	92/02/27	\$143,069.07
076748 *	93/10/22	\$129,414.51
076685 *	93/07/16	\$128,217.43
076665 *	93/06/03	\$129,893.48
076778 *	93/06/03	<u>\$131,968.74</u>
		<u>\$662,563.23</u>

* TTAX five-unit articulated all-purpose spine cars.

**SCHEDULE B TO SUPPLEMENT NO. 6
DATED AS OF OCTOBER 10, 1994**

SUBSTITUTED EQUIPMENT

<u>UNIT #</u>	<u>ACQUIRED DATE</u>	<u>VALUE **</u>
74226 *	93/09/28	\$170,877.18
74227 *	93/09/28	\$170,877.18
74228 *	93/09/28	\$170,877.18
74229 *	93/09/28	<u>\$170,877.18</u>
		<u>\$683,508.73</u>

The above units of Substituted Equipment have an expected useful service life extending beyond April 15, 2006.

* DTTX five-unit articulated well cars.

** Value calculated as Original Cost of Equipment less 1/180th of the Cost for each full month between the acquired date and the date such unit is to become collateral.