



TTX COMPANY
 101 NORTH WACKER DRIVE
 CHICAGO, ILLINOIS 60606
 (312) 853-3223
 FAX (312) 984-3855

THOMAS D. MARION
 TREASURER

DIRECT LINE (312) 984-3821

August 2, 1991

VIA FEDERAL EXPRESS

1-220A031

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

RECORDED 20 17376-A FILED 143

AUG 8 1991 -1 35 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 July 24, 1991, a secondary document supplementing the Manufacturing Agreement dated as of May 23, 1991.

Parties to this transaction are as follows:

TTX 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	15	TTZX	87482-87496

16 AUG 1991

Sidney L. Strickland, Jr.
August 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. 1 being recorded are as follows:

- (1) Manufacturing Agreement dated May 23, 1991, recorded on June 7, 1991, recordation number 17376.

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

"Manufacturing Agreement Supplement No. 1 covering 15 100-ton Centerbeam flatcars numbered 87482-87496".

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

8/9/91

OFFICE OF THE SECRETARY

Thomas D. Marion

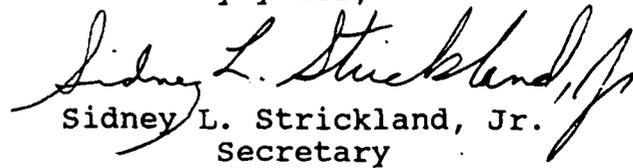
Treasurer

T T X 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 8/8/91 at 1:35pm, and assigned recordation number(s). 17376-A, 17477 & 17478

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of July 24, 1991, between THRALL CAR MANUFACTURING CO. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into Manufacturing Agreement dated as of May 23, 1991 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 CO.

By: George S. McPhally

(Corporate Seal)

ATTESTATION:

Michael J. Casey
Assistant Secretary

TTX COMPANY

By: Thomas D. Mason
Treasurer

(Corporate Seal)

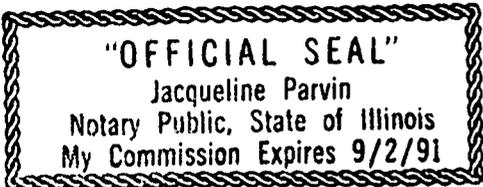
ATTESTATION:

A. J. Barton
Assistant Secretary

AUG 8 1991 1:33 PM
INTERSTATE COMMERCE COMMISSION
17376-A

STATE OF)
) SS.:
COUNTY OF)

On this 31st day of July 1991, 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 CO. 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)

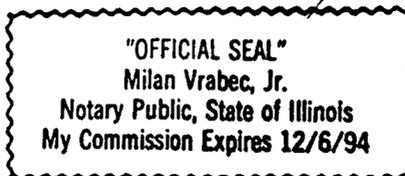
Jacqueline Parvin
Notary Public

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

On this 25th day of July, 1991, 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.

Milan Vrabec, Jr.
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

THRALL CAR MANUFACTURING CO.
(Manufacturer)

TTX 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	15	87482-87496			Oct.-Nov. '91	T-5B90-T

Item 2: April 30, 1992

Item 3: To be determined.

Item 4: 2521 State Street
Chicago Heights, IL 60411

100-ton Center Beam Flatcars. TTX General Specification No. 68-43-011586, revised November 1, 1990 and TTX Specification for 73 ft., 100-ton Center Beam Flatcars No. 68-43-091586 revised May 10, 1991. Thrall Specification FBS-73-0643.