



1-218A026

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

17377 A  
RECEIVED  
AUG 6 1991

VIA FEDERAL EXPRESS

AUG 6 1991 - 1:25 PM

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

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>
5-platform Articulated All- Purpose Spine Car	FC	80	TTAX	77425-77504

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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:

Manufacturing Agreement dated May 23, 1991, recorded on June 7, 1991, recordation number 17377.

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

"Manufacturing Agreement Supplement No. 1 covering 80 5-platform Articulated All Purpose Spine Cars numbered 77425-77504".

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 July 24, 1991, between THRALL CAR MANUFACTURING COMPANY (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 COMPANY

By: George S. Morally  
Vice President

(Corporate Seal)

ATTESTATION:

Michael J. Casey  
Assistant Secretary

TTX COMPANY

By: Thomas D. Maron  
Treasurer

(Corporate Seal)

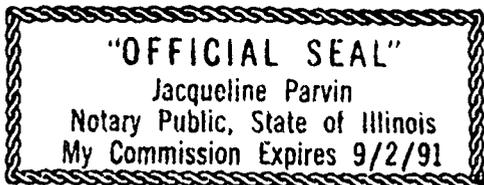
ATTESTATION:

A. J. Barton  
Assistant Secretary

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INTERSTATE COMMISSION  
FILED 1003

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

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 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.



Jacqueline Parvin  
Notary Public

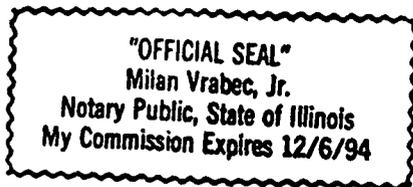
(NOTARIAL SEAL)

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

On this 25<sup>TH</sup> 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 TTX 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.

Thomas D. Marion  
Notary Public

(NOTARIAL SEAL)



ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

THRALL CAR MANUFACTURING COMPANY  
(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>
TTAX	80	77425-77504	\$158,445.00	\$12,675,600	Aug.-Oct. '90	T-5C90-T

Item 2: February 28, 1992

Item 3: To be determined.

Item 4: 2521 State Street  
Chicago Heights, IL 60411

\* Five-Platform Articulated All-Purpose Spine Cars, to handle containers and 28 ft. through 48 ft. trailers. TTX specification 68-43-011586 dated January 15, 1986, revised November 1, 1990 and TTX Supplemental Specification No. 68-43-083188 dated August 31, 1988 revised May 10, 1991 and Thrall Specification FC-263-91Q806 dated October 3, 1990.