

2-062A038

DAVIS POLK & WARDWELL

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75008 PARIS

WRITER'S DIRECT NUMBER

REGISTRATION NO 17686-A
FILED 192

MAR 2 - 1992 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

March 2, 1992

Interstate Commerce Commission
12th St. and Constitution Ave., N.W.
Washington, D.C. 20423

Re: TTX Company - Mortgage of Rolling
Stock to Secure Series 52 Equipment
Trust Certificates

Attention: Sidney L. Strickland, Secretary

Dear Mr. Secretary:

I have enclosed two fully executed and acknowledged originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a supplement (the "Supplement") dated March 2, 1992 to a mortgage dated January 30, 1992 and is a "secondary document" as defined in the applicable regulations.

The names and addresses of the parties to the documents are as follows:

Mortgagor: TTX Company
101 North Wacker Dr.
Chicago, Ill. 60606

Mortgagee: Mercantile-Safe Deposit and Trust Company,
Trustee
Two Hopkins Plaza
Baltimore, Md. 21201

The equipment covered by the document is center-partitioned bulkhead flatcars for transporting lumber, five-unit articulated all-purpose spine flat cars, five-unit articulated double-stack container well cars and single-unit

MAR 2 10 06 AM '92
MOTOR CREDIT UNIT

Counterparts - Lawrence Gerald

March 2, 1992

or drawbar connected double-stack container well cars, or other cars of comparable or better utility (which may include special use cars), but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company, such equipment is identified with greater particularity in Schedule A to the Supplement.

A fee of sixteen dollars (\$16.00) is enclosed. Please return one of the originals to me at Davis Polk & Wardwell, 1300 I St., N.W., Washington, D.C., 20005.

A short summary of the document to appear in the index follows:

A supplement (the "Supplement") dated March 2, 1992 to a mortgage between TTX Company, 101 North Wacker Drive, Chicago, Illinois, 60606, and Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland, 21201, dated January 30, 1992 and securing Series 52 Equipment Trust Certificates, for center-partitioned bulkhead flatcars for transporting lumber, five-unit articulated all-purpose spine flat cars, five unit articulated double-stack container well cars and single-unit or drawbar connected double-stack container well cars, or other cars of comparable or better utility (which may include special use cars), but not including any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company, such equipment is identified with greater particularity in Schedule A to the Supplement.

Very truly yours,

Bruce K. Dallas, JSS

Bruce K. Dallas
Attorney for TTX Company

Interstate Commerce Commission

Washington, D.C. 20423

3/2/92

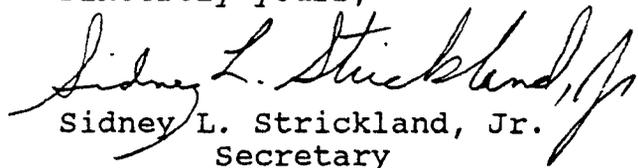
OFFICE OF THE SECRETARY

Bruce R. Dallas
Davis Polk & Wardwell
1 Chase Manhattan Plaza
New York, New York 10005

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/2/92 at 10:10AM, and assigned recordation number(s). 17686-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

SUPPLEMENT DATED MARCH 2, 1992
TO MORTGAGE (Recordation No. 17686)
DATED JANUARY 30, 1992
OF ROLLING STOCK
TO SECURE SERIES 52
EQUIPMENT TRUST CERTIFICATES
OF TTX COMPANY

RECORDATION NO. 17686-A FILED 1992

MAR 2 - 1992 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

TTX COMPANY, a Delaware corporation ("the Company"), whose address is 101 North Wacker Drive, Chicago, Illinois 60606 and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, as Trustee, whose address is Two Hopkins Plaza, Baltimore, Maryland 21201 hereby supplement the Mortgage dated June 29, 1990, (Recordation No. 17686), in respect of the Series 52 Equipment Trust Certificates ("Certificates") of the Company, issued pursuant to an Equipment Trust Certificate Agreement dated as of January 30, 1992, ("Agreement") as follows: the Company hereby grants, mortgages and pledges to the Trustee and its successors and assigns, for the equal and ratable security and benefit of the Holders, from time to time, of the certificates without priority of any one Certificate over any other, a security interest in and mortgage lien on all estate, right, title and interest of the Company in, to and under the rolling stock described in Appendix A hereto and the proceeds thereof.

The security interest and mortgage lien herein granted shall be in addition to, and not in substitution for, the security interest and mortgage lien heretofore granted to the Trustee by the Company pursuant to the Mortgage, which shall remain in full force and effect. The security interest and mortgage lien herein granted shall be governed by the terms and conditions of the Mortgage.

The security interest and mortgage herein granted does not include any special devices, racks or assemblies, at any time attached to such rolling stock, the title to which is in any person other than the Company.

THIS SUPPLEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

This Supplement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. The Mortgage, as supplemented by this Supplement, along with the Agreement and the Certificates, although each are separate instruments, constitutes the

entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this ___th day, February 1992.

TTX COMPANY

By: 
Name: Robert Zimmerman
Title: Vice President & Chief Financial Off

[CORPORATE SEAL]

Attest:

Name:
Title: Corporate Trust
Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, TRUSTEE

By: _____
Name:
Title:

entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this ___th day, February 1992.

TTX COMPANY

By: _____
Name:
Title:



[CORPORATE SEAL]

Attest:

Robert D. Brown
Name: Robert D. Brown
Title: Corporate Trust Officer

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, TRUSTEE

By: *John M. Mitchell*
Name: John M. Mitchell
Title: VICE PRESIDENT

ET52
02/21/92
10:54

SCHEDULE A

TTX COMPANY
EQUIPMENT TRUST AGREEMENT SERIES 52
DATED AS OF JANUARY 30, 1992
CLOSING #2, DATED MARCH 2, 1992

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC.					
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	43	215	73915, 73918-73956, 73958-73960.	JANUARY, '92	T-4091-F
THRALL CAR MANUFACTURING					
FOUR-UNIT DRAWBAR-CONNECTED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' OR 48' CONTAINERS IN ALL WELLS- DTTX.	43	172	25068-25097, 25099-25108, 25111,25113, 25114.	JAN.-FEB. '92	T-4091-T
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	2	10	72881,72882.	DECEMBER '91	T-3091-T
73', 100-TON CENTER BEAM LUMBER CARS- TTZX.	107 15	107 15	87575-87681. 87682-87696.	DEC. '91-FEB. '92 FEBRUARY '92	T-3A91-T T-4B91-T
TOTAL	210	519			