



THOMAS D MARION  
TREASURER

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

DIRECT LINE (312) 984-3821  
FAX (312) 984-3855

RECORDED NO. 17686-C FILED 12/11/95

DEC 11 1995 - 2 40 PM

December 11, 1995

VIA FEDERAL EXPRESS

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

LICENSING BRANCH

Dec 15 2 40 PM '95

PROPERTY  
MORTGAGE  
UNIT

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. 3 dated as of October 1, 1995,  
Supplementing the Equipment Trust Agreement dated as of January 30, 1992.

This Supplemental Agreement is a secondary document.

Parties to this transaction are as follows:

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

The Bank of New York (Trustee)  
101 Barclay Street  
New York, New York 10286

A general description of this Supplemental Agreement is as follows:

“Supplemental Agreement No. 3 to the Mortgage of Rolling Stock dated as of January 30, 1992, substituting eight cars numbered 074230, 553112, and 085336 - 085341, for nine similar units numbered 025104, 077444, 084021, 084072, 087478, 087487, 087490, 087514 and 087515.”

Mr. Vernon A. Williams

Page Two

December 11, 1995

Enclosed is our check in the amount of \$21.00 to cover filing fees.

Prior recordations pertaining to this Supplemental Agreement are as follows:

- 1) Mortgage dated January 30, 1992 of Rolling Stock to secure Series 52 Equipment Trust Certificates of TTX Company, recorded on January 30, 1992, recordation number 17686.
- 2) Supplement No. 1 dated March 2, 1992 to Mortgage dated January 30, 1992 of Rolling Stock to secure Series 52 Equipment Trust Certificates of TTX Company, recordation number 17686-A.
- 3) Supplement No. 2 dated March 25, 1992 to Mortgage dated January 30, 1992 of Rolling Stock to secure Series 52 Equipment Trust Certificates of TTX Company, recordation number 17686-B

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

“Supplemental Agreement No. 3 to the Equipment Trust Agreement dated as of, July 31, 1995 substituting eight cars numbered 074230, 553112, and 085336 - 085341, for nine similar units numbered 025104, 077444, 084021, 084072, 087478, 087487, 087490, 087514 and 087515.”

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:mkh

Enclosures

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Interstate Commerce Commission  
Washington, D.C. 20423-0001

12/15/95

Office Of The Secretary

Thomas D. Marion  
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 12/15/95 at 2:45PM, and assigned recordation number(s). 17686-C.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 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

**REQUEST AND OFFICERS CERTIFICATE**

RECORDATION NO. 17686-C  
FILED 1425  
DEC 13 1995 - 2 45 PM  
RECORDING COMMISSION

TO THE BANK OF NEW YORK, AS TRUSTEE:

Pursuant to Section 6.03 of the Equipment Trust Agreement Series 52 dated as of January 30, 1992, (hereinafter called the "Trust Agreement"), between TTX Company (hereinafter called the "Company"), and The Bank of New York, as Trustee, (hereinafter called the "Trustee"), upon notice of recordation of a proper supplement as required and specified in Section 5.03 of the Trust Agreement, and upon receipt of all closing documents specified in Section 5.03 of the Trust Agreement, you are hereby requested, in lieu of the Company depositing cash, to subject the substitute equipment described in Schedule B attached hereto (the "Substituted Equipment") to the terms of the Trust Agreement and to execute and deliver to the Company such documents as are necessary to Release the Security Interest in each of the 9 units of equipment as described in Schedule A attached hereto (the "Destroyed Equipment").

In Accordance with the requirements of Section 5.03 of the Trust Agreement between the Trustee and the Company, the undersigned officer of the Company does hereby certify that:

- (i) The Value, as determined under Section 1.01 of the Trust Agreement, and remaining service life of the Substituted Equipment are as specified in Schedule B attached hereto;
- (ii) The requested Release of the Destroyed Equipment as contemplated will not impair the Security under the Trust Agreement in contravention of the provisions thereof;
- (iii) The Substituted Equipment was New not earlier than April 30, 1991;
- (iv) The Substituted Equipment is Equipment as defined in the Trust Agreement,
- (v) The Company is not in Default under the terms of the Trust Agreement; and
- (vi) A Supplemental Agreement No. 3 dated as of October 1, 1995, between the Trustee, and the Company has been filed in accordance with section 6.05 of the Trust Agreement.

TTX Company

By: Thomas D. Marion  
Thomas D. Marion  
Treasurer

Date: OCTOBER 19, 1995

SUPPLEMENTAL AGREEMENT NO. 3, dated as of October 1, 1995, between TTX Company, a Delaware corporation, (the "Company") and The Bank of New York, a New York corporation, Trustee thereunder (the "Trustee").

WHEREAS, the Trustee and the Company have entered into an Equipment Trust Agreement dated as of January 30, 1992 (the "Trust Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. section 11303 on January 30, 1992 at 9 10 a.m., recordation number 17686 and deposited in the Office of Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada providing for the financing of certain equipment as set forth therein;

WHEREAS, in compliance with section 6.03 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 "Destroyed Equipment") 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, and service life, as described in Schedule B attached hereto (hereinafter called "Substituted Equipment").

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT NO. 3  
WITNESSETH

Title to the units of equipment comprising the Destroyed Equipment 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 5.03 thereof.

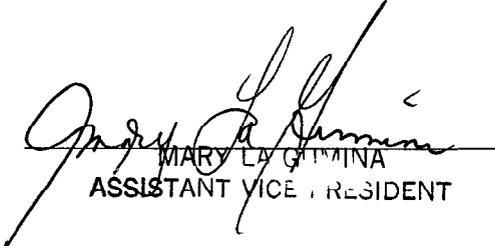
Except as herein amended, the Trust Agreement remains in full force and effect.

The Company will cause this Supplemental Agreement No. 3 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 3 will be simultancously 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.

THE BANK OF NEW YORK

By:   
MARY LA GRATTINA  
ASSISTANT VICE PRESIDENT

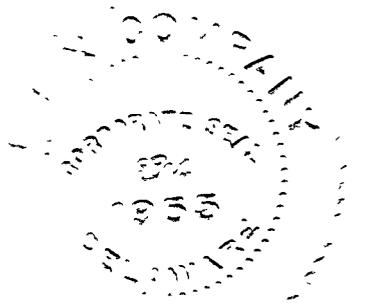
(CORPORATE SEAL)

ATTEST:

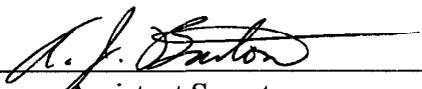
  
  
\_\_\_\_\_  
Officer  
ASSISTANT TREASURER

TTX COMPANY

By:   
Thomas D. Marion  
Treasurer

  
(CORPORATE SEAL)

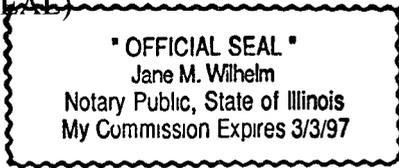
ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

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

On this 19<sup>TH</sup> day of October 1995 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. 3 dated October 1, 1995, to the Mortgage of Rolling Stock to Secure Series 52 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.

(SEAL)



Jane M. Wilhelm  
Notary Public

My Commission expires:

STATE OF NEW YORK )  
 ) SS.  
BOROUGH OF MANHATTAN)

On this 28<sup>th</sup> day of November 1995 before me personally appeared MARY LAGUMINA to me personally known, who being by me duly sworn, says that he is the Asst Vice President of The Bank of New York, New York, that the seal affixed to the foregoing Supplement No. 3 dated October 1, 1995, to the Mortgage of Rolling Stock to Secure Series 52 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.

(SEAL)



Timothy J. Shea  
Notary Public

My Commission expires:

TIMOTHY J. SHEA  
Notary Public, State of New York  
No. 01SH5027547  
Qualified in New York County  
Commission Expires May 5, 1996

**SCHEDULE A TO SUPPLEMENT NO. 3  
DATED AS OF OCTOBER 1, 1995**

**DESTROYED EQUIPMENT**

**ETA 52 dated 01/30/92**

<u>UNIT #</u>	<u>BUILT DATE *</u>	<u>DESTROYED DATE</u>	<u>CASUALTY VALUE</u>	<u>VALUE**</u>
25104	92/01/30	93/08/20	\$164,523.60	\$138,118.58
77444	92/01/30	94/12/06	124,088.64	114,739.50
84021	92/01/30	92/01/24	48,926.00	36,694.50
84072	92/01/30	93/03/16	45,120.64	36,694.50
87478	92/01/30	94/05/23	41,883.72	36,716.25
87487	92/01/30	93/03/16	45,147.39	36,716.25
87490	92/01/30	94/05/23	41,833.72	36,716.25
87514	92/01/30	93/05/28	43,990.83	35,992.50
87515	92/01/30	93/05/28	<u>43,990.83</u>	<u>35,992.50</u>
			<u>\$599,555.37</u>	<u>\$508,380.83</u>

\* Later of built date or date Equipment became collateral under this agreement.

\*\* Value calculated pursuant to Section 6.03 with respect to dates as of which value and service lives are determined for substitution purposes.

**SCHEDULE B TO SUPPLEMENT NO. 3  
DATED AS OF OCTOBER 1, 1995**

**SUBSTITUTED EQUIPMENT**

<u>UNIT #</u>	<u>ORIGINAL COST</u>	<u>ACQUIRED DATE</u>	<u>VALUE *</u>
074230	\$184,179.00	93/09/01	\$158,598.58
553112	157,090.52	93/09/01	135,272.39
085336	48,917.00	93/08/03	41,851.21
085337	48,917.00	93/08/04	41,851.21
085338	48,917.00	93/08/04	41,851.21
085339	48,917.00	93/08/04	41,851.21
085340	48,917.00	93/08/04	41,851.21
085341	48,917.00	93/08/04	41,851.21
			<u>\$544,978.23</u>

The above units of Substituted Equipment have an expected useful service life extending beyond January 15, 2007.

- \* 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.



**SCHEDULE A**

**EQUIPMENT RELEASED  
FROM THE SECURITY INTEREST CREATED  
by the Mortgage dated 01/30/92**

<u>UNIT #</u>	<u>CAR INITIALS</u>	<u>BUILT DATE*</u>	<u>DESTROYED DATE</u>	<u>CASUALTY VALUE *</u>
25104	DTTX	92/01/30	93/08/20	\$164,523.60
77444	TTAX	92/01/30	94/12/06	124,088.64
84021	TTZX	92/01/30	92/01/24	48,926.00
87472	TTZX	92/01/30	93/03/16	45,120.64
87478	TTZX	92/01/30	94/05/23	41,883.72
87487	TTZX	92/01/30	93/03/16	45,147.39
87490	TTZX	92/01/30	94/05/23	41,833.72
87514	TTZX	92/01/30	93/05/28	43,900.83
87515	TTZX	92/01/30	93/05/28	43,990.83
				<u>\$599,555.37</u>

\* Later of built date or date Equipment became collateral under this agreement.



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

ANDREW F. REARDON  
VICE PRESIDENT LAW & HUMAN RESOURCES

DIRECT LINE (312) 984-3816  
FAX (312) 984-3790

October 16, 1995

Bank of New York  
101 Barclay Street  
New York, NY 10286

TTX Company Equipment Trust Agreement, Series 52  
dated as of January 30, 1992

Dear Sirs:

As Vice President Law and Human Resources for TTX Company, a Delaware corporation (hereinafter called the "Company"), I have examined and am familiar with the original and counterparts executed by the Company of the Equipment Trust Certificate Agreement, Series 52 dated as of January 15, 1992, (the "Agreement") among the Company and the Bank of New York ("Trustee"). All capitalized terms shall have the meanings referred to or specified therein. In connection with rendering this opinion, I have also examined the Mortgage and other records and proceedings as I have considered necessary for the purpose of this opinion.

Based on the foregoing, I am of the opinion that:

(a) The document entitled "Supplement No. 3 dated October 1, 1995, (Recordation No. 17686-C) to Mortgage of Rolling Stock to Secure Series 52 Equipment Trust Certificates of TTX Company has been duly executed by the Company and has been duly filed with the I.C.C. pursuant to 49 U.S.C. § 11303 and deposited with the Registrar of Canada.

(B) Assuming due execution by the Trustee thereto, the "Supplement No. 3 dated October 1, 1995, to Mortgage (Recordation No. 17686-C) of Rolling Stock to Secure Series 52 Equipment Trust Certificates of TTX Company" is a proper supplement to the Mortgage.

I express no opinion with regard to laws other than the federal laws and the laws of the State of Illinois.

Very truly yours,

AFR/kms