



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

ANTHONY J. BARTON
 DIRECTOR EQUIPMENT FINANCING
 ASSISTANT TREASURER & ASSISTANT SECRETARY

DIRECT LINE (312) 984-3824

April 8, 1992

2-101A025

VIA FEDERAL EXPRESS

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

17709-A

APR 10 1992 - 1 15 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 March 25, 1992, a secondary document supplementing the Manufacturing Agreement dated as of February 7, 1992.

APR 10 1 07 PM '92
 MOTOR OPERATING UNIT

Parties to this transaction are as follows:

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

Trinity Industries, Inc. (Manufacturer)
 2525 Stemmons Freeway
 Dallas, TX 75207

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	FBC	100	TTZX	84250-84349

Sidney L. Strickland, Jr.
April 8, 1992
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

Manufacturing Agreement dated February 7, 1992, recorded on February 20, 1992, recordation number 17709.

A short summary of this Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 100 100-ton center-beam flatcars numbered 84250-84349".

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.

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MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of March 25, 1992, between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 7, 1992, 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.

17709-A
APR 10 1992 - 1 15 PM
RECORDED
FILED
COMMISSION

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.

TRINITY INDUSTRIES, INC.

By: W.C. Newby

(Corporate Seal)

ATTESTATION:
[Signature]
Assistant Secretary

TTX COMPANY

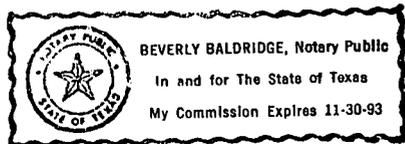
By: Thomas D. Manow
Treasurer

(Corporate Seal)

ATTESTATION:
[Signature]
Assistant Secretary

STATE OF TEXAS)
) SS.:
COUNTY OF DALLAS)

On this 1st day of April 1992, before me personally appeared W. C. Newby, to me personally known, who, being by me duly sworn, says that he is a V.P. Freight Car Sales of TRINITY INDUSTRIES, INC. 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.

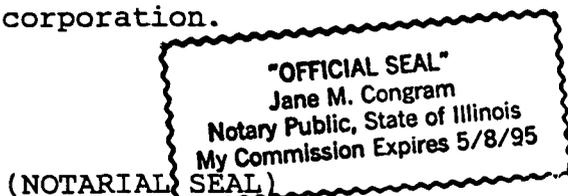


(NOTARIAL SEAL)

Beverly Baldrige
Notary Public

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

On this 26th day of March, 1992, 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.



(NOTARIAL SEAL)

Jane M. Congram
Notary Public

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

TRINITY INDUSTRIES, INC.
(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>
TZX	100	84250-84349			April ' 92	T-4091-P

Item 2: October 31, 1992

Item 3: To be determined.

Item 4: 600 East Ninth Street, Suite 5
Michigan City, IN 46360

* 100-ton Center-Beam flatcars. TTX General Specification No. 68-43-011586, revised October 1, 1991 and TTX Supplemental Specification for 73 ft., 100-ton Center Beam flatcars No. 68-43-091586 revised May 10, 1991. Trinity Specification F-7012

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