



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

March 25, 1992

VIA FEDERAL EXPRESS

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

17725
 MAR 27 1992 5 50 PM
 2-087A070
 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 13, 1992, a secondary document supplementing the Manufacturing Agreement dated as of February 24, 1992.

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:

Type	AAR Mechanical Designation	No. of Units	Marked	Numbered
Single-unit double-stack container cars.	FC	375	DTTX	54185-54559

MAR 27 3 46 PM '92
 MOTOR OPERATING UNIT

Sidney L. Strickland, Jr.
March 25, 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:

- (1) Manufacturing Agreement dated February 24, 1992, recorded on March 9, 1992, recordation number 17725.

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

"Manufacturing Agreement Supplement No. 1 covering 375 Single-Unit Double-Stack Container cars numbered 54185-54559".

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.

stickla.92

Interstate Commerce Commission
Washington, D.C. 20423

3/31/92

OFFICE OF THE SECRETARY

Thomas D. Marion

Treasurer

TTX Company

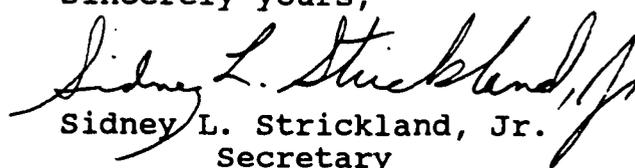
101 North Wacker Drive

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 3/27/92 at 3:50pm, and assigned recordation number(s). 17725-A & 17758

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of March 13, 1992, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TTX COMPANY (the "Company").

RECEIVED 27725-A
MAR 27 1992 5:52 PM
INTERSTATE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 24, 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.

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 Casey
Assistant Secretary

TTX COMPANY

By: Thomas D. Marion
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Barton
Assistant Secretary

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

On this 20th day of March 1992, 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.



(NOTARIAL SEAL)

Delphene C. Brands
Notary Public

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

On this 13 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.

A rectangular notarial seal with a decorative border. The text inside reads: "OFFICIAL SEAL", "Jane M. Congram", "Notary Public, State of Illinois", and "My Commission Expires 5/8/95".

(NOTARIAL SEAL)

Jane M. Congram
Notary Public

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>
DTTX	375	54185-54559			Mar.-July '92	T-4C91-T

Item 2: September 30, 1992

Item 3: To be determined.

Item 4: 2521 State Street
Chicago Heights, IL 60411

* Single-unit double-stack container cars. TTX Company General Specification No. 68-43-011586, dated January 15, 1986, revised October 1, 1991 and TTX Supplemental Specification No. 68-43-032490 issued March 24, 1990, revised October 1, 1991. Thrall Specification FCA-069-91Q910.

mfgagree.40