



THOMAS D. MARION  
TREASURER

RECORDATION NO 17735-B FILED 1425

TTX COMPANY  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223  
FAX (312) 984-3855  
DIRECT LINE (312) 984-3821

JUL 15 1992 - 2 35 PM

INTERSTATE COMMERCE COMMISSION  
July 14, 1992

VIA FEDERAL EXPRESS

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

2-197A021  
2-197A037

RECORDATION NO 17737-A FILED 1425

JUL 15 1992 - 2 35 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 June 26, 1992, a secondary document supplementing the Manufacturing Agreement dated as of March 3, 1992.

Parties to this transaction are as follows:

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

Gunderson, Inc. (Manufacturer)  
4350 Northwest Front Avenue  
Portland, OR 97210

RECEIVED  
JUL 15 2 35 PM '92  
FEDERAL BUREAU OF INVESTIGATION

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-unit Articulated Double Stack Container Well Car	FCA	50	DTTX	75474-75523

Sidney L. Strickland, Jr.  
July 14, 1992  
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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 March 3, 1992, recorded on March 17, 1992, recordation number 17732.

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

"Manufacturing Agreement Supplement No. 1 covering 50 5-unit Articulated Double Stack Container Well Cars numbered 75474-75523."

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.

17732-A

Sidney L. Strickland, Jr.  
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17725-B

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

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

- (1) Manufacturing Agreement dated February 24, 1992, recorded on March 9, 1992, recordation number 17725. 17725
- (2) Manufacturing Agreement Supplement No. 1, dated March 13, 1992, recorded on March 27, 1992, recordation number 17725-A. 17725-A

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

"Manufacturing Agreement Amendment No. 1 deleting ten units of railroad equipment from Supplement No 1, and covering 365 single-unit double-stack container cars numbered 54185-54549".

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.

17725-B

Interstate Commerce Commission  
Washington, D.C. 20423

7/16/92

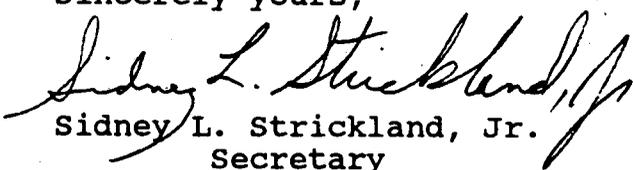
OFFICE OF THE SECRETARY

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 7/15/92 at 2:35pm, and assigned recordation number(s). 17725-B & 17732-A

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

MANUFACTURING AGREEMENT AMENDMENT #1, dated as of June 16, 1992, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TTX COMPANY (the "Company").

RECEIVED  
JUN 15 1992  
1125/B  
1215  
PH

The parties hereto have heretofore entered into a Manufacturing Agreement Supplement dated as of March 13, 1992, supplementing the Manufacturing Agreement dated as of February 24, 1992, which provides for the execution and delivery from time to time of amendments thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

Ten units of railroad equipment previously subjected to the Manufacturing Agreement via Manufacturing Agreement Supplement No. 1 are being deleted, and Annex A to said Manufacturing Agreement is being replaced by the Amended Annex A attached hereto. The information set forth in Item 1 of Annex A hereto in respect of the 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

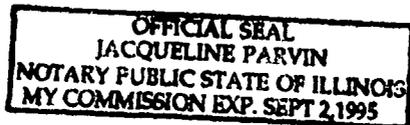
By: Thomas D. Maron  
Treasurer

(Corporate Seal)

ATTESTATION:  
Anthony J. Barton  
Assistant Secretary

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

On this 29 day of JUNE 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.

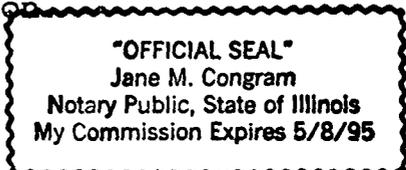


Jacqueline Parvin  
Notary Public

(NOTARIAL SEAL)

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

On this 27 day of JUNE, 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.



Jane M. Congram  
Notary Public

(NOTARIAL SEAL)

AMENDED 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	365	54185-54549			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.46