



2-122A029

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

April 27, 1992

VIA FEDERAL EXPRESS

RECORDED ID 17758 CA FILED 1425

MAY 1 1992 2:00 PM

MAY 1 2 27 PM '92
MOTOR OPERATING UNIT

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

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 April 8, 1992, a secondary document supplementing the Manufacturing Agreement dated as of February 25, 1992.

Parties to this transaction are as follows:

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

Johnstown America Corporation (Manufacturer)
17 Johns Street
Johnstown, PA 15901

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 all-purpose spine cars.	FCA	50	TTAX	78820-78869

Sidney L. Strickland, Jr.

April 27, 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 25, 1992, recorded on March 27, 1992, recordation number 17758.

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

"Manufacturing Agreement Supplement No. 1 covering 50 5-unit articulated all-purpose spine cars numbered 78820-78869".

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.95

Interstate Commerce Commission
Washington, D.C. 20423

5/7/92

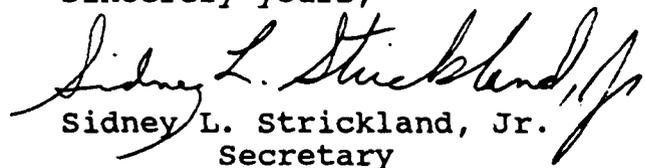
OFFICE OF THE SECRETARY

Thomas D. Marion
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 5/1/92 at 2:35pm, and assigned recordation number(s). 17758-A & 17788

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of April 8, 1992, between JOHNSTOWN AMERICA CORPORATION (the "Manufacturer") and TTX COMPANY (the "Company").

1775 & A
MAY 1 1992 2:35 PM
INTERSTATE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 25, 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.

JOHNSTOWN AMERICA CORPORATION

By: Edward J. Valen
Vice President

(Corporate Seal)

ATTESTATION:

W. John Plunkard
Assistant Secretary

TTX COMPANY

By: R. E. [Signature]
Vice President

(Corporate Seal)

ATTESTATION:

A. J. [Signature]
Assistant Secretary

STATE OF Pennsylvania)
) SS.:
COUNTY OF Cambria)

On this 14th day of APRIL 1992, before me personally appeared Edward J Whalen, to me personally known, who, being by me duly sworn, says that he is a Vice President of JOHNSTOWN AMERICA CORPORATION 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
ROY L. GINDLESPERGER, Notary Public
Johnstown, Cambria County, PA
My Commission Expires April 3, 1995

[Signature]
Notary Public

(NOTARIAL SEAL)

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

On this 9th day of April, 1992, before me personally appeared Robert E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President 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.

"OFFICIAL SEAL"
Jane M. Congram
Notary Public, State of Illinois
My Commission Expires 5/8/95

[Signature]
Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

JOHNSTOWN AMERICA CORPORATION
(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>
TTAX	50	78820-78869			May-June '92	T-4091-B

Item 2: November 30, 1992

Item 3: To be determined.

Item 4: 17 Johns Street
Johnstown, PA 15901

* Five-unit articulated all-purpose spine cars. TTX Company General Specification No. 68-43-011586, dated January 15, 1986, revised October 1, 1991 and TTX Supplemental Specification No. 68-43-083188, dated August 1, 1988, revised May 10, 1991. Johnstown America Specification X-92006 dated January 8, 1992.

mfgagree.44