



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

OPERATION NO 17758-B FILED 145

JUL 1 1992 2:20 PM

INTERSTATE COMMERCE COMMISSION

JUL 1 2 20 PM '92
 MOTOR OPERATING UNIT

VIA FEDERAL EXPRESS

2-183A031

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. 2 dated as of June 26, 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	180	TTAX	780000-780179

Sidney L. Strickland, Jr.

June 30, 1992

Page Two

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

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:

- (1) Manufacturing Agreement dated February 25, 1992, recorded on March 27, 1992, recordation number 17758.
- (2) Manufacturing Agreement Supplement No. 1 dated April 8, 1992, recorded on May 1, 1992, recordation number 17758-A.

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

"Manufacturing Agreement Supplement No. 2 covering 180 5-unit articulated all-purpose spine cars numbered 780000-780179".

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:pjr
17758-B

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.

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of JUNE 26, 1992, between JOHNSTOWN AMERICA CORPORATION (the "Manufacturer") and TTX COMPANY (the "Company").

REGISTRATION NO. 12258-B

The parties hereto have heretofore entered into JUL 1 1992 7:25 PM 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: *Michael S. Long*
~~Vice President~~

Director, Marketing and Sales Administration

(Corporate Seal)

ATTESTATION:

W. John Plumb
Assistant Secretary

TTX COMPANY

By: *Thomas D. Marston*
Treasurer

(Corporate Seal)

ATTESTATION:

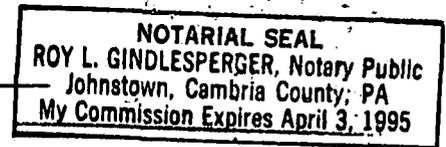
A. J. Barton
Assistant Secretary

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF CAMBRIA)

On this 29th day of June 1992, before me personally appeared Michael P. Siska, Jr., to me personally known, who, being by me duly sworn, says that he is a Director, Marketing and Sales Administration 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.



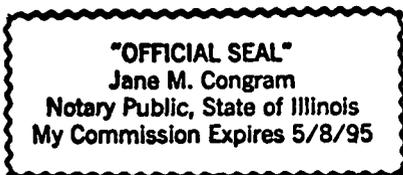
Notary Public



(NOTARIAL SEAL)

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

On this 26th 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.



Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

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. (Contra Number)</u>
TTAX	180	780000-780179			July-Nov. '92	T-2092-

Item 2: January 31, 1993

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 31, 1988, revised April 24, 1992. Johnstown America Specification X-92033 dated April 29, 1992

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