



ANTHONY J. BARTON  
DIRECTOR EQUIPMENT FINANCING &  
ASSISTANT TREASURER

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

DIRECT LINE (312) 984-3824  
FAX (312) 984-3855

October 8, 2002

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

RECORDATION NO. 17686-D FILED

OCT 9 '02 4-11 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Supplemental Agreement No. 4 dated as of October 2, 2002, Supplementing the Equipment Trust Agreement dated as of January 30, 1992.

This document is a secondary document, supplementing the Mortgage of Rolling Stock dated as of January 30, 1992, recorded on January 30, 1992, recordation number 17686.

Parties to this transaction are as follows:

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

Trustee: The Bank of New York (Trustee)  
101 Barclay Street  
New York, New York 10286

A general description of this Supplemental Agreement is as follows:

“Supplemental Agreement No. 4 to the Mortgage of Rolling Stock dated as of January 30, 1992, changing certain car numbers as described in Schedule A attached hereto.”

Mr. Vernon A. Williams  
Page Two  
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Enclosed is our check in the amount of \$30.00 to cover filing fees.

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

“Supplemental Agreement No. 4 to the Mortgage of Rolling Stock dated as of January 30, 1992, changing certain car numbers as described in the attached Schedule A.”

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,

A handwritten signature in black ink, appearing to read "Matthew J. Barto", with a long horizontal flourish extending to the right.

Enclosures

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RECORDATION NO. 17686-D FILED

OCT 9 '02 4-11 PM

SURFACE TRANSPORTATION BOARD

SUPPLEMENTAL AGREEMENT NO. 4, dated as of October 2, 2002, between TTX Company, a Delaware corporation, (the "Company") and The Bank of New York, a New York corporation, Trustee thereunder (the "Trustee").

WHEREAS, the Trustee and the Company have entered into an Equipment Trust Agreement dated as of January 30, 1992 (the "Trust Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. section 11303 on January 30, 1992 at 9:10 a.m., recordation number 17686 and deposited in the Office of Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada providing for the financing of certain equipment as set forth therein;

WHEREAS, section 6.02 of the Trust Agreement provides that the Company will cause each item of Equipment at the time comprising part of the Collateral at all times to be marked with the same identification numbers as are on file with respect thereto with the Surface Transportation Board; provided that the Company may at any time and from time to time change such identification numbers so long as the Company causes a supplement to the Mortgage, which reflects such change, to be filed with the Surface Transportation Board prior to such change and provide evidence of such filing to the Trustee.

WHEREAS, the Company desires to change the identifying numbers of certain units of the Equipment as described in Schedule A attached hereto.

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT NO. 4  
WITNESSETH:

The identifying numbers of the Units of Trust Equipment are hereby changed as set forth in Schedule A.

Except as herein amended, the Trust Agreement remains in full force and effect.

The Company will cause this Supplemental Agreement No. 4 to be recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301, and duly deposited with the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada.

This Supplemental Agreement No. 4 will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

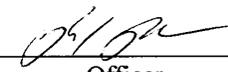
IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporation authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective seals to be hereunto affixed, duly attested, as of the day and year first above written.

THE BANK OF NEW YORK

By:   
THOMAS B. ZAKRZEWSKI  
VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

  
\_\_\_\_\_  
Officer  
"VICE PRESIDENT"

TTX COMPANY

By:   
Thomas D. Marion  
Vice President - Finance & Treasurer

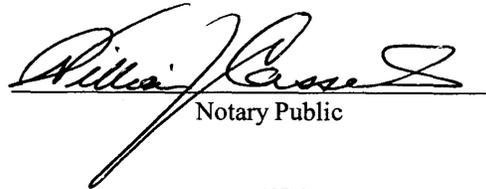
(CORPORATE SEAL)

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

STATE OF NEW YORK )  
 ) SS:  
BOROUGH OF MANHATTAN )

On this 4 day of OCTOBER, 2002, before me personally appeared THOMAS B. ZAKRZEWSKI, to me personally known, who, being by me duly sworn, says that he/she is "VICE PRESIDENT" of The Bank of New York; 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

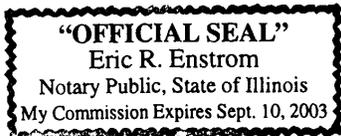
(NOTARIAL SEAL)

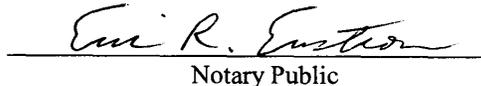
My Commission Expires:

WILLIAM J. CASSELES  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 18, 2006

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 2<sup>nd</sup> day of October, 2002, before me personally appeared Thomas D. Marion, to me personally known, who being by me duly sworn, says that he is the Vice President - Finance and 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



  
Notary Public

(NOTARIAL SEAL)

My Commission expires:

9/10/03

**SCHEDULE A TO SUPPLEMENT NO. 4  
DATED AS OF OCTOBER 2, 2002  
EQUIPMENT TRUST AGREEMENT 52 DATED JANUARY 30, 1992**

<u>Original Car Number</u>	<u>New Car Number</u>
72830	740830
72831	740831
72834	740834
72836	740836
72838	740838
72840	740840
72841	740841
72842	740842
72843	740843
72844	740844
72845	740845
72846	740846
72847	740847
72848	740848
72849	740849
72850	740850
72851	740851
72852	740852
72853	740853
72854	740854
72855	740855
72856	740856
72857	740857
72858	740858
72859	740859
72860	740860
72861	740861
72862	740862
72863	740863
72864	740864
72865	740865
72866	740866
72867	740867
72868	740868
72869	740869
72870	740870
72871	740871
72872	740872
72873	740873
72874	740874
72875	740875
72876	740876
72877	740877
72878	740878
72879	740879
72880	740880
72881	740881
72882	740882