



ANTHONY J. BARTON  
DIRECTOR EQUIPMENT FINANCING &  
ASSISTANT TREASURER

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

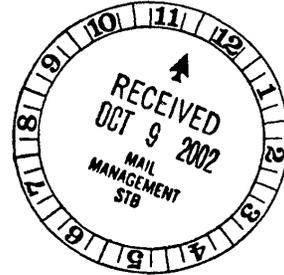
DIRECT LINE (312) 984-3824  
FAX (312) 984-3855

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. 17295-H FILED  
OCT 9 '02 4-17 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. 7 dated as of October 2, 2002, Supplementing the Equipment Trust Agreement dated as of April 15, 1991.

This document is a secondary document, supplementing the Mortgage of Rolling Stock dated as of April 15, 1991, recorded on May 2, 1991, recordation number 17295.

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. 7 to the Mortgage of Rolling Stock dated as of April 15, 1991, changing certain car numbers as described in Schedule A attached hereto.”

Mr. Vernon A. Williams  
Page Two  
October 8, 2002

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. 7 to the Mortgage of Rolling Stock dated as of  
April 15, 1991, 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 "William J. Banta", with a long horizontal flourish extending to the right.

Enclosures

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RECORDATION NO. 17295-H FILED

OCT 9 '02 4-17 PM

SURFACE TRANSPORTATION BOARD

SUPPLEMENTAL AGREEMENT NO. 7, 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 April 15, 1991 (the "Trust Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. section 11303 on May 2, 1991 at 9:25 a.m., recordation number 17295 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 5.02 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. 7  
WITNESSETH:

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

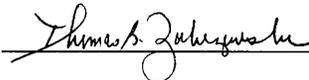
Except as herein amended, the Trust Agreement remains in full force and effect.

The Company will cause this Supplemental Agreement No. 7 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. 7 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.

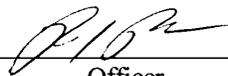
THE BANK OF NEW YORK

By: 

(CORPORATE SEAL)

THOMAS B. ZAKRZEWSKI  
VICE PRESIDENT

ATTEST:

  
Officer  
VICE PRESIDENT

TTX COMPANY

By: 

Thomas D. Marion  
Vice President - Finance & Treasurer

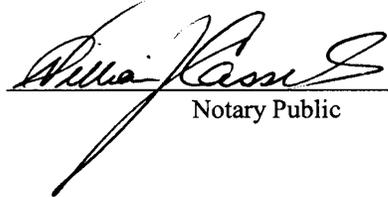
(CORPORATE SEAL)

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

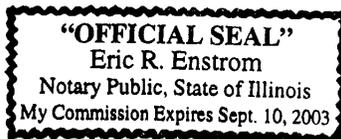
(NOTARIAL SEAL)

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. 7  
DATED AS OF OCTOBER 2, 2002  
EQUIPMENT TRUST AGREEMENT 51 DATED APRIL 15, 1991**

<u>Original Car Number</u>	<u>New Car Number</u>
72633	740633
72634	740634
72635	740635
72636	740636
72637	740637
72638	740638
72639	740639
72640	740640
72641	740641
72642	740642
72643	740643
72644	740644
72645	740645
72646	740646
72647	740647
72648	740648
72649	740649
72650	740650
72651	740651
72653	740653
72654	740654
72655	740655
72656	740656
72657	740657
72658	740658
72659	740659
72661	740661
72662	740662
72663	740663
72664	740664
72665	740665
72666	740666
72667	740667
72668	740668
72669	740669
72670	740670
72671	740671
72672	740672
72673	740673
72674	740674
72675	740675
72676	740676
72677	740677
72678	740678
72679	740679
72680	740680

**SCHEDULE A TO SUPPLEMENT NO. 7  
DATED AS OF OCTOBER 2, 2002  
EQUIPMENT TRUST AGREEMENT 51 DATED APRIL 15, 1991**

<u>Original Car Number</u>	<u>New Car Number</u>
72681	740681
72682	740682
72683	740683
72684	740684
72685	740685
72686	740686
72687	740687
72688	740688
72689	740689
72690	740690
72691	740691
72692	740692
72693	740693
72694	740694
72695	740695
72696	740696
72697	740697
72698	740698
72699	740699
72700	740700
72701	740701
72702	740702
72703	740703
72704	740704
72705	740705
72706	740706
72708	740708
72709	740709
72710	740710
72711	740711
72712	740712
72713	740713
72715	740715
72716	740716
72717	740717
72718	740718
72719	740719
72720	740720
72721	740721
72722	740722
72723	740723
72724	740724
72725	740725
72726	740726
72727	740727
72728	740728

**SCHEDULE A TO SUPPLEMENT NO. 7  
DATED AS OF OCTOBER 2, 2002  
EQUIPMENT TRUST AGREEMENT 51 DATED APRIL 15, 1991**

<u>Original Car Number</u>	<u>New Car Number</u>
72729	740729
72730	740730
72731	740731
72732	740732
72733	740733
72734	740734
72735	740735
72736	740736
72737	740737
72738	740738
72740	740740
72741	740741
72742	740742
72743	740743
72744	740744
72745	740745
72746	740746
72747	740747
72748	740748
72749	740749
72750	740750
72751	740751
72752	740752
72753	740753
72754	740754
72755	740755
72756	740756
72757	740757
72758	740758
72759	740759
72760	740760
72761	740761
72762	740762
72763	740763
72764	740764
72765	740765
72766	740766
72767	740767
72768	740768
72769	740769
72770	740770
72771	740771
72772	740772
72773	740773
72774	740774
72775	740775

**SCHEDULE A TO SUPPLEMENT NO. 7  
DATED AS OF OCTOBER 2, 2002  
EQUIPMENT TRUST AGREEMENT 51 DATED APRIL 15, 1991**

<b>Original Car Number</b>	<b>New Car Number</b>
<u>72776</u>	<u>740776</u>
72777	740777
72778	740778