

**TRAILER TRAIN  
COMPANY**

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

DIRECT LINE: (312) 984-3821

THOMAS D. MARION  
TREASURER

November 28, 1989

RECORDATION NO 16434 <sup>A</sup>  
782 145

VIA FEDERAL EXPRESS

NOV 29 1989 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th & Constitutional Avenue, N.W.  
Room 2303  
Washington, D.C. 20423

9--333A002

Dear Ms. McGee:

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 October 23, 1989, a secondary document, supplementing the Manufacturing Agreement dated as of June 8, 1989.

Parties to this transaction are as follows:

Trailer Train Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Bethlehem Steel Corporation (Manufacturer)  
17 John Street  
Johnstown, PA 15907

The general description of the equipment is as follows:

| <u>Type</u>  | <u>AAR Mechanical Designation</u> | <u>Units</u> | <u>Marked*</u> | <u>Numbered</u> |
|--|-----------------------------------|--------------|----------------|-----------------|
| 5-platform,<br>articulated<br>all-purpose<br>spine car | FC                                | A. 100       | TTAX           | 78200-78299     |
|  |                                   | B. 100       | TTAX           | 78300-78399     |

\* All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

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Honorable Noretta R. McGee  
November 28, 1989  
Page Two

Enclosed is our check in the amount of \$15.00 to cover filing fees.

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

Manufacturing Agreement dated June 8, 1989,  
recorded on July 17, 1989, at 12:05 p.m.  
recordation number 16434.

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

"Manufacturing Agreement Supplement No. 1 covering  
200 five-platform, articulated All-Purpose Spine Cars  
numbered 78200-78299, and 78300-78399.

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/bar  
Enclosures

P.S. Ms. Mildred Lee - 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.

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/1/89

OFFICE OF THE SECRETARY

T.D. Marion  
Treasurer  
Trailer Train 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 11/29/89<sup>at</sup> 11:40<sup>am</sup> and assigned recordation number(s). 16434-A

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO 16434A FILED 1425

NOV 29 1989 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of October 23, 1989, between BETHLEHEM STEEL CORPORATION (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 8, 1989, 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.

BETHLEHEM STEEL CORPORATION

By: *R. Schaefer*  
~~Vice President~~  
General Manager of Sales, Freight Car Division

(Corporate Seal)

ATTESTATION:

x *R. [Signature]*  
Assistant Secretary

TRAILER TRAIN COMPANY

By: *Thomas D. Marion*  
Treasurer

(Corporate Seal)

ATTESTATION:

*A. J. Barton*  
Assistant Secretary

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

BETHLEHEM STEEL CORPORATION  
(Manufacturer)

TRAILER TRAIN COMPANY  
(Company)

Item 1:

| <u>Group</u> | <u>Type*</u> | <u>Qty.</u> | <u>Company<br/>Car Numbers<br/>(Inclusive)</u> | <u>Unit<br/>Purchase<br/>Price</u> | <u>Total<br/>Purchase<br/>Price</u> | <u>Month(s)<br/>of<br/>Delivery</u> | <u>Spec.<br/>(Contract<br/>Number)</u> |
|--------------|--------------|-------------|--|------------------------------------|-------------------------------------|-------------------------------------|--|
| A.           | TTAX         | 100         | 78200-78299                                    |                                    |                                     | Feb.-Mar. '90                       | T-5088-B                               |
| B.           | TTAX         | 100         | 78300-78399                                    |                                    |                                     | Apr.-May '90                        | T-5088-B                               |

Item 2: Group A: August 31, 1990  
Group B: October 31, 1990

Item 3: To be determined.

Item 4: 17 John Street  
Johnstown, PA 15907

\* Five-platform articulated All-purpose Spine cars built in accordance with Trailer Train Co., Specification No. 68-43-011586 revised April 20, 1989. Trailer Train Supplemental Specification No. 68-43-083188, revised July 14, 1989.

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

On this 17th day of November 1989, before me personally appeared Dale G. Schaefer, to me personally known, who, being by me duly sworn, says that he is a General Manager of Sales, FCD of BETHLEHEM STEEL 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  
RICHARD J. MIKULA, Notary Public  
Johnstown, Cambria County  
My Commission Expires Feb. 29, 1992

(NOTARIAL SEAL)

Richard J. Mikula  
Notary Public

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

On this 24<sup>TH</sup> day of October, 1989, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN 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"  
John G. Rainsford  
Notary Public, State of Illinois  
My Commission Expires 12/1/90  
NOTARIAL SEAL

John G. Rainsford  
Notary Public