

**TRAILER TRAIN
COMPANY**

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

October 10, 1985

No. **5-284A030**
Date **OCT 11 1985**
Fees \$ **10.00**
ICC Washington, D.C.

Honorable James H. Bayne
Secretary
Interstate Commerce Commission
Washington, DC 20427

RECORDATION NO. **14798-A** FILED 1428

OCT 11 1985 - 10 15 AM

Dear Mr. Bayne:

INTERSTATE COMMERCE COMMISSION

Submitted herewith for filing and recording under 49 U. S. C. Section 11303(a) and the regulations promulgated thereunder are three (3) Certified true copies of the following document:

Manufacturing Agreement Supplement No. 1 dated as of August 27, 1985, a secondary document, supplementing the Manufacturing Agreement dated as of July 15, 1985.

Parties to this transaction are as follows:

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

Gunderson, Inc. (Manufacturer)
4350 Northwest Front Avenue
Portland, Oregon 97210

MOTOR OPERATING UNIT
 OCT 11 10 09 AM '85
 THE SECRETARY
 ICC OFFICE OF

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-platform articulated double-stack container-well cars, Contract T-4085-F	FC	4 (20 wells)	DTTX	63175-63178

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

*This is under
14798
not sure of the letter*

*Quantity
John Hunsche*

Honorable James H. Bayne
October 10, 1985
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

There has been a prior recordation relating to this Supplement No. 1 being recorded. Such prior recordation was for the Manufacturing Agreement dated July 15, 1985, recorded on October 2, 1985, at 12:45 p.m., recordation number 14798.

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

"Manufacturing Agreement Supplement No. 1 covering 4
5-platform container-well cars numbered 63174-63178."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copies to the undersigned or bearer.

Very truly yours,



T. D. Marion
Director - Equipment Financing
and Assistant Treasurer

Enclosures

TDM:k kb

OCT 11 1985 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of August 27, 1985, between GUNDERSON, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of July 15, 1985, 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.

GUNDERSON, INC.

By: William R. Lallier
Vice President

(Corporate Seal)

ATTESTATION:

L. Bruce Ward
~~Secretary~~ PRESIDENT

TRAILER TRAIN COMPANY

By: R.E. [Signature]
Vice President & Treasurer

(Corporate Seal)

ATTESTATION:

A.A. Walsh
~~Assistant~~ Secretary

STATE OF OREGON
COUNTY OF MULTNOMAH

} SS:

On this day of August 27, 1985, before me personally appeared William R. Galbraith, to me personally known, who, being by me duly sworn, says that he is a Vice President, Sales of Gunderson Inc., 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

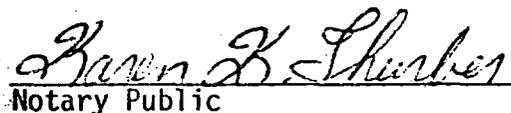
(NOTARIAL SEAL)

My commission expires February 28, 1987

STATE OF ILLINOIS
COUNTY OF COOK

} SS:

On this day of October 7, 1985, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is a Vice President 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.


Notary Public

(NOTARIAL SEAL)

My Commission Expires November 15, 1988

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1 TO
MANUFACTURING AGREEMENT DATED AS OF JULY 15, 1985

GUNDERSON, INC.
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Including)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	4	63175-63178	\$165,686.00 (\$33,137.20 per well)	\$662,744.00	Dec., '85	T-4085-F

ITEM 2: December 31, 1985

ITEM 3: December 31, 1985

ITEM 4: 4350 Northwest Front Avenue, Portland, Oregon 97210

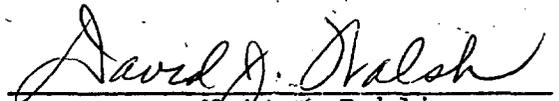
* 5-unit Articulated Container Well Cars, Gunderson Building Specification #18740, dated August 26, 1985.

CERTIFICATE OF COMPARISON

STATE OF ILLINOIS)
) SS.:
County of DuPage)

I, D. J. Walsh, a Notary Public in and for said County, do hereby certify that I have compared the copy of the attached Manufacturing Agreement Supplement No. 1 dated as of August 27, 1985, with the original document and that it is a true and correct copy in all respects.

Executed this 10th day of October, 1985.



Notary Public

(Notary Seal)

My Commission expires:
November 17, 1988