

**TRAILER TRAIN
COMPANY**

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

DIRECT LINE: (312) 984-3821

T. D. MARION
DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

RECORDATION NO. 14798-B Filed 1425

FEB 06 1986 :12 32 PM

INTERSTATE COMMERCE COMMISSION

FEDERAL EXPRESS

February 5, 1986

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

Dear Mr. Bayne:

Submitted herewith for filing and recording under 49 U. S. C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed copies of the following document:

Manufacturing Agreement Supplement No. 2 dated as of February 1, 1986, 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

The general description of the equipment is as follows:

<u>TYPE</u>	<u>AAR Mechanical Designation</u>	<u>Number of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform artic- ulated double- stack container- well cars, Contract T-4085-T	FC	10 (100 wells)	DTTX	63179-63188

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

*I think
this will be
14798-B
but not sure -*

*Shari M. Buell
C. [unclear]*

Honorable James H. Bayne
February 5, 1986
Page Two

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

Prior recordings relating to this Supplement No. 2 being recorded are as follows:

- (1) Manufacturing Agreement dated July 15, 1985, recorded on October 2, 1985, at 12:45 p.m., recordation number 14798; and
- (2) Manufacturing Agreement Supplement No. 1 dated August 27, 1985, recorded October 11, 1985, at 10:15 a.m., recordation number 14798-A.

A short summary of the Manufacturing Agreement Supplement No. 2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 10 5-platform container-well cars numbered 63179-63188."

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

14798-

REGISTRATION NO. 14798-B
FEB 06 1986 12 30 PM
TRAILER
COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of February 1, 1986, 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 K. Gulbrunn
Vice President

(Corporate Seal)

ATTESTATION:

W. Gibat
Secretary

TRAILER TRAIN COMPANY

By: R. J. Juncos
Vice President & Treasurer

(Corporate Seal)

ATTESTATION:

T. D. Marion
ASSISTANT Secretary

STATE OF OREGON)
COUNTY OF Multnomah)

SS.:

On this 4th day of February, 1986, before me personally appeared William R. Galbraith, to me personally known, who, being by me duly sworn, says that he is the Vice President, Sales of GUNDERSON, INC., that one of the seals affixed to the foregoing 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.

Constance Sicker
Notary Public

My Commission Expires Feb. 28, 1987

(Notarial Seal)

STATE OF ILLINOIS,)
COUNTY OF COOK,)

SS.:

On this 3rd day of February, 1986, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing 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.

Karen R. Shurley
Notary Public

My Commission Expires November 15, 1988



(Notarial Seal)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2 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	10	63179-63188	\$173,485.00 (\$34,697.00 per well)	\$1,734,850.00	Feb. '86	T-4085-F

ITEM 2: March 31, 1986

ITEM 3: Payment terms are as previously agreed upon.

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

* 5-unit Articulated Container Well Cars, Gunderson Building Specification #18755, dated December 6, 1985. Trailer Train Specification #68-43011586, dated January 15, 1986.