

**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

October 14, 1986

Honorable Noretta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Ave., NW
Room 2215
Washington, DC 20423

RECORDATION NO. 14798-H Filed & Recorded
No. 6-288A018
Date OCT 15 1986
Fee \$ 10.00
OCT 15 1986 12-30 PM
ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U. S. C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 8 dated as of October 10, 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:

TYPE	AAR Mechanical Designation	Number of Units	Marked*	Numbered
5-platform container well cars	FC	30	DTTX	63236-63265

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

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

Prior recordations relating to this Supplement No. 8 being recorded are as follows:

Think this one will be 14798-H

[Handwritten signature]

OCT 15 12 24 PM '86
MOTOR OPERATING UNIT
TOP OFFICE OF THE SECRETARY

Honorable Noretta R. McGee

October 14, 1986

Page Two

- (1) Manufacturing Agreement dated July 15, 1985, recorded on October 2, 1985, at 12:45 p.m., recordation number 14798;
- (2) Manufacturing Agreement Supplement No. 1 dated August 27, 1985, recorded October 11, 1985, at 10:15 a.m., recordation number 14798-A;
- (3) Manufacturing Agreement Supplement No. 2 dated February 1, 1986, recorded February 6, 1986, at 12:20 p.m., recordation number 14798-B; and
- (4) Manufacturing Agreement Supplement No. 3 dated February 19, 1986, recorded February 24, 1986, at 12:30 p.m., recordation number 14798-C
- (5) Manufacturing Agreement Supplement No. 4 dated May 15, 1986, recorded May 27, 1986, at 9:35 a.m., recordation number 14798-D.
- (6) Manufacturing Agreement Supplement No. 5 dated June 25, 1986, recorded July 7, 1986, at 9:45 a.m., recordation number 14798-E.
- (7) Manufacturing Agreement Supplement No. 6 dated July 25, 1986, recorded July 30, 1986, at 12:30 p.m., recordation number 14798F.
- (8) Manufacturing Agreement Supplement No. 7 dated August 7, 1986, recorded August 13, 1986, at 10:15 a.m., recordation number 14798G.

A short summary of the Manufacturing Agreement Supplement No. 7 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 8 covering 30 5-Platform container-well cars numbered 63236-63265."

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

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM/rcw
Enclosures

OCT 15 1986 12-3 U P.M.

MANUFACTURING AGREEMENT SUPPLEMENT #8, ^{INTERSTATE COMMERCE COMMISSION} dated as of October 10, 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: Stephen L Ballo
Assistant Vice President

(Corporate Seal)

ATTESTATION:

NW Robert
Assistant Secretary

TRAILER TRAIN COMPANY

By: R.R. Jumenton
Vice President & Treasurer

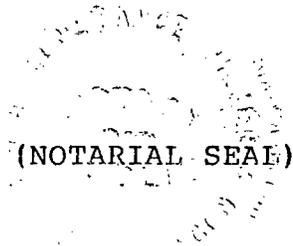
(Corporate Seal)

ATTESTATION:

A. Walsh
Secretary

STATE OF OREGON)
) SS.:
COUNTY OF MULTNOMAH)

On this 13th day of October, 1986, before me personally appeared STEPHEN L. BALLO, to me personally known, who, being by me duly sworn, says that he is ASS'T. VICE PRESIDENT 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.



Constance Tucker
Notary Public

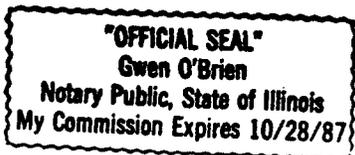
My Commission expires Feb. 28, 1987

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

On this 10th day of October, 1986, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is a Vice President and 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.

Gwen O'Brien
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #8 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*	30	63236-63265	\$169,585.00	\$5,087,550	Oct-Nov. '86	T-4086-F

ITEM 2: December 31, 1986

ITEM 3: Payment terms are as previously agreed upon

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

* Five-unit articulated container well cars built to Trailer Train Specification No. 68-43-011586 and Gunderson Specification for Job No. 18835.