

**TRAILER TRAIN
COMPANY**

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

R. E. ZIMMERMAN
VICE PRESIDENT AND TREASURER

RECORDATION NO. 15169-B Filed 1429

DIRECT LINE: (312) 984-3820

JUN 2 1987 -2 10 PM

May 29, 1987 INTERSTATE COMMERCE COMMISSION

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

No. 7-153A043
Date JUN 2 1987
Fee \$ 10.00
ICC Washington, D.C.

MOTOR OPERATING UNIT
JUN 2 2 09 PM '87
ICC OFFICE OF THE SECRETARY

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:

Think this will be 15169-B

Manufacturing Agreement Supplement No. 2 dated as of May 22, 1987, a secondary document, supplementing the Manufacturing Agreement dated as of February 9, 1987.

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>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform con-container well cars	FC	10	DTTX	63321-63330

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

*Case
John Austin*

Honorable Noreta R. McGee
May 29, 1987
Page Two

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

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

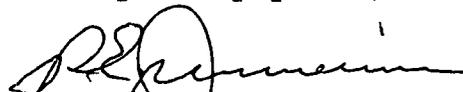
- (1) Manufacturing Agreement dated February 9, 1987, recorded on February 13, 1987, at 10:55 a.m., recordation number 15169.
- (2) Manufacturing Agreement Supplement #1 dated April 1, 1987, recorded on April 7, 1987, at 1:10 p.m., recordation number 15169-A.

A short summary of the Manufacturing Agreement Supplement #2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 dated May 22, 1987, covering 10 5-platform container-well cars numbered 63321-63330.

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

Very truly yours,



R. E. Zimmerman
Vice President and Treasurer

REZ:kkb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/2/87

OFFICE OF THE SECRETARY

R.E. Zimmerman
Vice President & Treasurer
Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

9

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 6/2/87 at 2:10pm, and assigned re-
recording number (s). 15169-B

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 15168 B
Filed 140

JUN 2 1987 -2 10 PM
INTERSTATE COMMERCE COMMISSION
May 22, 1987

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of February 9, 1987, between GUNDERSON, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 9, 1987, 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
Vice President

(Corporate Seal)

ATTESTATION:

Howard D. Witt
Assistant Secretary

TRAILER TRAIN COMPANY

By: [Signature]
Vice President and Treasurer

(Corporate Seal)

ATTESTATION:

Thomas J. Marlow
Assistant Secretary

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

On this 27th day of May, 1987, before me personally appeared Stephen L. Ballo, to me personally known, who, being by me duly sworn, says that he is the 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.

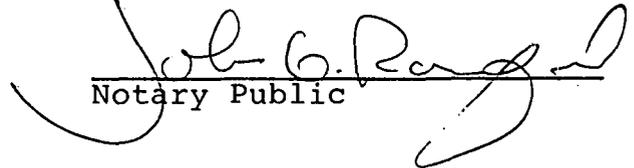

Notary Public

My commission expires Feb. 28, 1991

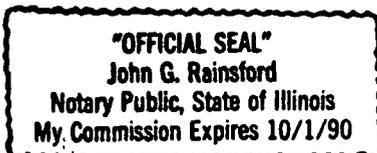
(NOTARIAL SEAL)

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

On this 22nd day of May, 1987, 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 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)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

GUNDERSON, INC.
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	10	63321-63330	\$	\$	June-July '87	T-1087-F

Item 2: October 31, 1987

Item 3: To be determined

Item 4: 4350 Northwest Front Avenue
Portland, Oregon 97210