

**TRAILER TRAIN
COMPANY**

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

RECORDATION NO. 15769-C

DIRECT LINE: (312) 984-3821

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

OCT 23 1987 -2 35 PM

INTERSTATE COMMERCE COMMISSION

October 22, 1987

7-290A061

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

FEDERAL EXPRESS

No.
OCT 23 1987
Date
Fee \$ 10.00

ICC Washington, D. C.

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. 3 dated as of October 14, 1987, a secondary document supplementing the Manufacturing Agreement dated as of February 9, 1987.

Parties to this transaction are as follows:

Trailer Train Company (Company)
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	No. of Units	Marked*	Numbered
5-platform, container well cars	FC	7	DTTX	63331-63337

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

ICC OFFICE OF THE SECRETARY
OCT 23 3 27 PM '87
MOTOR OPERATING UNIT

Honorable Noreta R. McGee
October 22, 1987
Page Two

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

Prior recordations pertaining to this Supplement No. 3 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 No. 1 dated April 1, 1987, recorded on April 7, 1987, at 1:10 p.m., recordation number 15169-A.
- (3) Manufacturing Agreement Supplement #2 dated May 22, 1987, recorded on June 2, 1987, at 2:10 p.m., recordation number 15169-B.

A short summary of this Supplement No. 3 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 3 dated October 14, 1987, covering 7 5-platform, container wellcars numbered 63331-63337."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to the undersigned in the enclosed self-addressed stamped envelope.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:k kb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/26/87

T.D. Marion
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 10/23/87 at 2:35pm, and assigned recordation number(s). 15169-C

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

MANUFACTURING AGREEMENT SUPPLEMENT #3, dated as of October 14, 1987, between GUNDERSON, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

RECORDATION NO. 15169 C
OCT 23 1987 2 35 PM
INTERSTATE COMMERCE COMMISSION

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. Bollo
Vice President

(Corporate Seal)

ATTESTATION:

Howard D. Wood
Assistant Secretary

TRAILER TRAIN COMPANY

By: R. J. [Signature]
Vice President and Treasurer

(Corporate Seal)

ATTESTATION:

Thomas D. Mason
Assistant Secretary

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

On this 16th day of October 1987, before me personally appeared STEPHEN L. BALLO, to me personally known, who, being by me duly sworn, says that he is a 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 Sicker
Notary Public
My Commission Expires Feb. 29, 1991

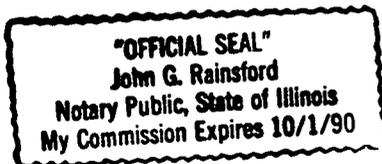
(NOTARIAL SEAL)

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

On this 14th day of October 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.

John G. Rainsford
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #3

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	7	63331-63337	\$175,055	\$1,225,385	Oct.-Nov. '87	T-5087-F

Item 2: December 31, 1987

Item 3: To be determined

Item 4: 4350 Northwest Front Avenue
Portland, Oregon 97210

* Built in accordance with Trailer Train Company specification no. 68-43-011586, dated January 15, 1986, revised April 17, 1987, and Gunderson Inc. specification no. 18886, revised October 13, 1987.