

**TRAILER TRAIN
COMPANY**

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

THOMAS D. MARION
TREASURER

RECORDATION NO. 15169-D Filed 1428

MAR 9 1988 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

DIRECT LINE: (312) 884-3821

No. 8-069A010
Date MAR 9 1988
Fee 13.00
CC Washington, D. C.

March 8, 1988

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

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. 4 dated as of January 18, 1988, 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	30	DTTX	63338-63367

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

Handwritten notes:
I think will see 15169-D
C. [Signature]

Vertical stamps:
MOTOR OPERATED EQUIPMENT
MAR 9 1 46 PM '88
FILED

Honorable Noretta R. McGee
March 8, 1988
Page Two

Enclosed is our check in the amount of \$13.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 4 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 No. 2 dated May 22, 1987, recorded on June 2, 1987, at 2:10 p.m., recordation number 15169-B.
- (4) Manufacturing Agreement Supplement No. 3 dated October 14, 1987, recorded October 23, 1987, at 2:35 p.m., recordation number 15169-C.

A short summary of this Supplement No. 4 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 4 dated January 18, 1988, covering 30 5-platform, container well cars numbered 63338-63367."

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

Sincerely yours,



TDM:k kb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

3/9/88

OFFICE OF THE SECRETARY

T.D. Marion
Treasurer
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 3/9/88 at 1:55pm, and assigned recordation number(s). 15169-D

Sincerely yours,

Narita R. McGee

Secretary

Enclosure(s)

RECORDATION NO. 15769-D
FEB 1988

MAR 9 1988-1 5:55 PM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #4, dated as of January 18, 1988, 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. Ball
Vice President

(Corporate Seal)

ATTESTATION:

Harold D. White
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas Marion
Treasurer

(Corporate Seal)

ATTESTATION:

Anthony J. Barto
Assistant Secretary

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

On this 25th day of January 1988, 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.


Notary Public

My Commission expires Feb. 28, 1991

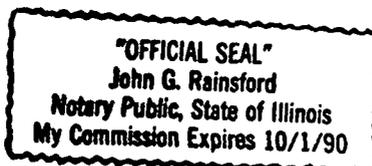
(NOTARIAL SEAL)

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

On this 18th day of January 1988, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the 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 #4

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	30	63338-63367			March-Apr. '88	T-6087-F

Item 2: June 30, 1988

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, Supplemental specification no. 68-43-110187, and Gunderson, Inc. specification no. R87-11, dated December 9, 1987.