

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 859-3223

March 14, 1989

DIRECT LINE: (312) 984-3821

THOMAS D. MARION
TREASURER

RECORDATION NO. 16019-B
FILED 1425

MAR 15 1989 - 11 20 AM

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, DC 20423

RECORDATION NO. 16019-C
FILED 1425

INTERSTATE COMMERCE COMMISSION

9-074A002

MAR 15 1989 - 11 20 AM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Submitted herewith for filing and recording under 49 U.S.C.,
Section 11303(a) and the regulations promulgated thereunder are
three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 2 dated as of
March 9, 1989, a secondary document, supplementing
the Manufacturing Agreement dated as of October 26,
1988.

Manufacturing Agreement Supplement No. 3 dated as of
March 10, 1989, a secondary document, supplementing the
Manufacturing Agreement dated as of October 26, 1988.

Parties to these transactions 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*	Number
<u>Supplement No. 2</u>				
5-platform, con- tainer well cars	FC	4	DTTX	73115-73118
<u>Supplement No. 3</u>				
5-platform, con- tainer well cars	FC	40	DTTX	73119-73158

MAR 15 11 20 AM '89
MOTOR OPERATING UNIT

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

Honorable Noretta R. McGee
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Page Two

Enclosed are two checks in the amount of \$13.00 to cover filing fees.

Prior recordations pertaining to these Supplement Nos. 2 and 3 being recorded are as follows:

- (1) Manufacturing Agreement dated October 26, 1988, recorded on November 8, 1988, at 3:30 PM, recordation number 16019.
- (2) Manufacturing Agreement Supplement No. 1 dated February 2, 1989, recorded on February 21, 1989, at 12:30 PM, recordation number 16019-A

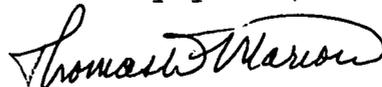
A short summary of these Supplement Nos. 2 and 3 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 dated March 9, 1989, covering 4 5-platform, container well cars numbered 73115-73118".

"Manufacturing Agreement Supplement No. 3 dated March 10, 1989, covering 40 5-platform, container well cars numbered 73119-73158."

Once the filings have been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Sincerely yours,



TDM:map

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Dean Holmes at 312/984-3747 as soon as these agreements are recorded advising him of the recordation numbers, dates and times. Thank you very much.

RECORDATION NO. 16079C
FILED 1989

MAR 15 1989 - 11 20 AM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #3, dated as of March 10, 1989, between GUNDERSON, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of October 26, 1988, 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: Steph L. Balls



ATTESTATION:

Howard O. Wirth
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas J. Moran
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Barton
Asst. Secretary



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

On this 13th day of March 1989, 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 6/22/92

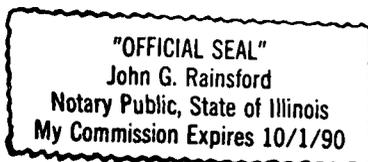
(NOTARIAL SEAL)

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

On this 10TH day of MARCH 1989, 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 #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	40	73119-73158			Mar-Apr '89	T-4088-F

Item 2: October 31, 1989

Item 3: To be determined

Item 4: 4350 Northwest Front Avenue
Portland, Oregon 97210

* Five-unit articulated well cars of 125 ton capacity built in accordance with Trailer Train General Specification 68-43-011586 revised 2/1/88, Supplemental Specification 68-43-032288 issued 3/22/88 (Buyer's Specifications). "Building Specification for a Maxi-Stack I™ 5-Unit Container Car with 70-Ton End Trucks and 125-Ton Intermediate Trucks for Trailer Train Company" dated March 8, 1989, (Seller's Specification).