

**TRAILER TRAIN
COMPANY**

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

DIRECT LINE: (312) 984-3824

ANTHONY J. BARTON
DIRECTOR - EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

9-132A018

May 11, 1989

No. _____
Date 5/12/89
Fee \$ 13.00
ICC Washington, D. C.

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

RECORDATION 160195E FILED 1423

MAY 12 1989 - 10 50 AM

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 three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 5 dated as of May 9, 1989, a secondary document, supplementing the Manufacturing Agreement dated as of October 26, 1988.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, IL 60606

Gunderson, Inc. (Manufacturer)
4350 Northwest Front Avenue
Portland, OR 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	26	DTTX	73249-73274

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

MAY 12 10 50 AM '89
MOTOR OPERATING UNIT

The Honorable Noreta R. McGee
May 11, 1989
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 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.
- (3) Manufacturing Agreement Supplement No. 2 dated March 9, 1989, recorded on March 15, 1989, at 11:20 AM, recordation number 16019-B.
- (4) Manufacturing Agreement Supplement No. 3 dated March 10, 1989, recorded on March 15, 1989, at 11:20 AM, recordation number 16019-C.
- (5) Manufacturing Agreement Supplement No. 4 dated April 13, 1989, recorded On April 27, 1989 at 10:45 AM, recordation number 16019-D.

A short summary of this Supplement No. 5 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 5 dated May 9, 1989, covering 26 5-platform, container well cars numbered 73249-73274."

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

Sincerely yours,



AJB: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.

Interstate Commerce Commission

Washington, D.C. 20423

5.17.89

OFFICE OF THE SECRETARY

Anthony J. Barton

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 5.12.89 , at 10:50am , and assigned recordation number(s). 16019E

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

REGISTRATION NO. 16019 E
MAY 12 1989 - 10 50 AM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #5, dated as of May 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: Stephen L. Ball

(Corporate Seal)

ATTESTATION:

Howard D. Watts
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Maron
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Barton
Assistant Secretary

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

On this 10th day of May 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.

Sherry L. Nylander
Notary Public

My Commission Expires 6/22/92

(NOTARIAL SEAL)

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

On this 9th day of MAY, 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.

M. Vrabc
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #5

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>
A) DTTX	1	73249	\$180,000	\$ 180,000	May, 1989	T-4088-F
B) DTTX	25	73250-73274	\$196,000	\$4,900,000	May-June '89	T-4088-F

Item 2: October 31, 1989

Item 3: To be determined.

Item 4: 4350 Northwest Front Avenue
Portland, OR 97210

A) Five-unit articulated well car of 125 ton capacity built in accordance with Trailer Train General Specification No. 68-43-011586 dated 1/15/86 revised 4/20/89 and Supplemental Specification No. 68-43-032288 issued 3/22/88 (Buyer's Specification). Gunderson Specification for Job 19010 revised 10/10/88 (Seller's Specification).

B) Five-unit articulated well cars of 125 ton capacity built in accordance with Trailer Train General Specification NO. 68-43-011586 dated 1/15/86 revised 4/20/89 and Supplemental Specification No. 68-43-032288 issued 3/22/88 (Buyer's Specification). Gunderson Specification for Job 19095-1 (Seller's Specification).