

**TRAILER TRAIN
COMPANY**

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

DIRECT LINE: (312) 984-3824

February 17, 1989

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

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

RECORDATION NO. 16019A FILED 1428
Date 2/21/89
FEB 21 1989 - 12 30 PM
Fees 13
ICC Washington, D.C. INTERSTATE COMMERCE COMMISSION
9-002A006

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. 1 dated as of
February 2, 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, 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, con- tainer well cars	FC	30	DTTX	73085-73114

* 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
February 17, 1989
Page Two

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

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- (1) Manufacturing Agreement dated October 26, 1988, recorded on November 8, 1988, at 3:30 PM, recordation number 16019.

A short summary of this Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 dated February 2, 1989, covering 30 5-platform, container well cars numbered 73085-73114".

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,



Anthony J. Barton

AJB:map

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Dean Holmes at 312/984-3747 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

Interstate Commerce Commission
Washington, D.C. 20423

2/23/89

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 2/21/89 at 12:30pm, and assigned recordation number(s). 15804-D & 16019-A

Sincerely yours,

Neville R. McEwen
Secretary

Enclosure(s)

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of February 2, 1989, between GUNDERSON, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

REGISTRATION NO. 16019A
FILED 1989
FEB 21 1989 - 12 30 PM
INTERSTATE COMMERCE COMMISSION

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. Ballo

(Corporate Seal)

ATTESTATION:

Howard D. W. [Signature]
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Marion
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. [Signature]
Secretary

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

On this 6th day of February 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

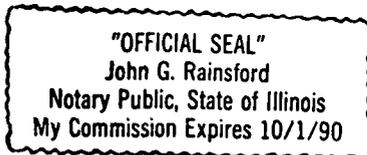
(NOTARIAL SEAL)

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

On this 3rd day of February 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.

John G. Rainsford
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

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	73085-73114			Mar-Apr '89	T-4088-F

Item 2: August 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 and R.W. Dawson's letter to R.J. Landregan dated 12/7/88 (Buyer's Specifications). "Building Specification for a Maxi-Stack III 5-Unit Container Car with 70-Ton End Trucks and 125-Ton Intermediate Trucks and 48' End and 48' Intermediate Wells" dated 11/17/88, revised January 17, 1989 (Seller's Specification).