



THOMAS D. MARION
TREASURER

RECORDATION NO. 21191-A FILED

APR 29 '98 12-16 PM

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

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

April 27, 1998

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECEIVED
SURFACE TRANSPORTATION
BOARD
APR 29 12 18 PM '98

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of April 20, 1998.

This Supplement is a secondary document.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 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
Five-unit articulated 48' double-stack well cars	FCA	60	DTTX	750542-750601.

Mr. Vernon A. Williams
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Enclosed is our check in the amount of \$26.00 to cover filing fees.

Prior recordations are as follows:

- 1) Manufacturing Agreement dated as of January 15, 1998, recorded on January 30, 1998, recordation number 21191.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement covering 60 five-unit articulated 48' all-purpose double-stack well cars- DTTX, numbered 750542-750601."

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.

Very truly yours,



TDM:mkh

Enclosures

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P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of April 20, 1998, between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of January 15, 1998, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on January 30, 1998 at 4:04 pm, recordation number 21191, 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: *A. Sallo*
Vice President

(CORPORATE SEAL)

ATTEST:

Howard D. Wells
Assistant Secretary

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TTX COMPANY

By: *T. D. Maron*
Treasurer

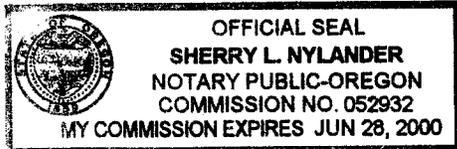
(CORPORATE SEAL)

ATTEST:

A. J. Barton
Assistant Secretary

STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 23rd day of April, 1998, before me personally appeared _____
S. 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.



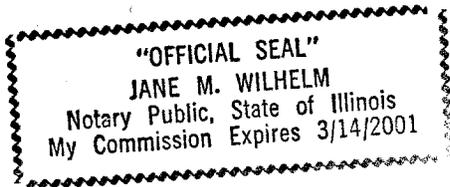
(NOTARIAL SEAL)

Sherry L. Nylander
Notary Public

My Commission Expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 20 day of April, 1998, before me personally appeared T. D. Marion, to me
personally known, who being by me duly sworn, says that he is the Treasurer of TTX 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 he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.



(NOTARIAL SEAL)

My Commission expires:

Jane M. Wilhelm
Notary Public

ANNEX A TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 1

GUNDERSON INC.
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Include)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	60	750542-750601			June '98-July '98	T-5A97-F

ITEM 2: December 31, 1998

ITEM 3: To be determined

ITEM 4: 4350 Northwest Front Avenue
Portland, OR 97210

* Five-platform articulated double-stack well cars with 48' wells and 125-ton trucks. TTX Specification No. 68-43-011586, revised August 8, 1997, and TTX Supplemental Specification for Five-Platform Articulated Double-Stack Well Cars with 48' Wells and 125-ton Trucks No. 68-43-032288 issued March 22, 1988, revised August 8, 1997. Gunderson Specification No. R-97-17 issued October 7, 1997.

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