



THOMAS D. MARION
TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

DIRECT LINE (312) 984-3821

July 14, 1992

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

2-197A037
RECORDATION NO. 17732-A FILED 1425
JUL 15 1992 - 2:55 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

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 Amendment No. 1
dated as of June 16, 1992, a secondary document
supplementing the Manufacturing Agreement dated
as of February 24, 1992.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, IL 60411

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
Single-unit double-stack container cars.	FCA	365	DTTX	54185-54549 75474-75523

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JUL 15 1992 12:35 PM

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1 dated as of
 June 26, 1992 between GUNDERSON, INC., (the "Manufacturer") and
 TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of March 5, 1992, 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 *Ad Ballo*
 Vice President

(CORPORATE SEAL)

ATTEST:

Howard D. W. [Signature]
 Assistant Secretary

TTX COMPANY

By *T. D. Mason*
 Treasurer

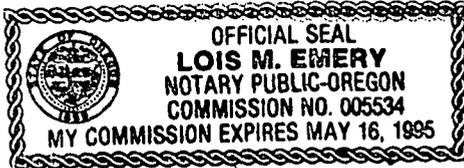
(CORPORATE SEAL)

ATTEST:

A. J. Burton
 Assistant Secretary

STATE OF Oregon)
) SS:
COUNTY OF Multnomah)

On this 8th day of July, 1992, before me personally appeared Stephen L. Balls, to me personally known, who, being by me duly sworn, says that he is a Sr. Vice President, of Sunderson 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.



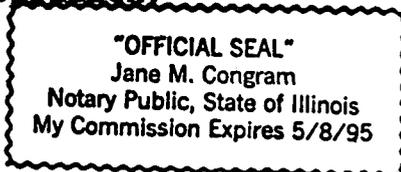
(NOTARIAL SEAL)

Lois M. Emery
Notary Public

My Commission Expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 2nd day of July, 1992, before me personally appeared Thomas 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)

Jane M. Congram
Notary Public

My Commission expires:

ANNEX A TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 1

GUNDERSON INC.
(Manufacturer)

TTX COMPANY
(Company)

<u>Type</u>	<u>Quantity</u>	<u>Company Car Numbers (Incl.)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	50	75474-75523			Oct-Nov'92	T-2092-F

Item 2: April 30, 1993

Item 3: To be Determined.

Item 4: 4350 Northwest Front Avenue
Portland, OR 97210

* Five-unit Articulated well cars of 125-ton capacity. TTX General Specification No. 68-43-011586, dated January 15, 1986, revised October 1, 1991 and Supplemental Specification No. 68-43-032288 issued March 22, 1988 revised April 27, 1992. Gunderson Specification R92-9 dated May 5, 1992.

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