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RECEIVED
SURFACE TRANSPORTATION
BOARD

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

THOMAS D. MARION
TREASURER

OCT 23 11 39 AM '97

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

RECORDATION NO. 20729-A FILED

OCT 23 '97 11-33 AM

VIA FEDERAL EXPRESS

October 22, 1997

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

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of October 15, 1997.

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	100	DTTX	750154-750253.

Mr. Vernon A. Williams
Page Two

Enclosed is our check in the amount of \$24.00 to cover filing fees.

Prior recordations are as follows:

- 1) Manufacturing Agreement dated as of June 6, 1997, recorded on June 25, 1997, recordation number 20729

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

"Manufacturing Agreement Supplement covering 100 five-unit articulated 48' all-purpose double-stack well cars- DTTX, numbered 750154-750253."

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.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Thomas D. Marion
Treasurer
TIX Company
101 North Wacker Drive
Chicago, Illinois 60606

DATE: 10/23/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 10/23/97 at 11:33AM, and assigned recordation number(s) 20729-A.

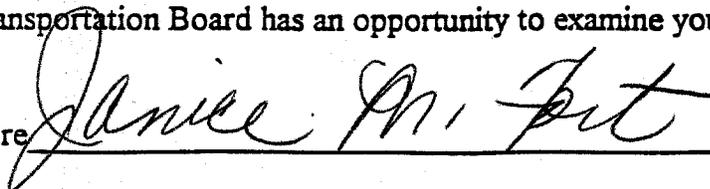
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of October 15, 1997, between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company")

OCT 23 '97

11-33 AM

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 6, 1997, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11303 (a) on June 25, 1997 at 1:04 pm, recordation number 20729, 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. Ballo*
Vice President

(CORPORATE SEAL)

ATTEST:

Howard D. White
Assistant Secretary

TTX COMPANY

By: *Thomas D. Menow*
Treasurer

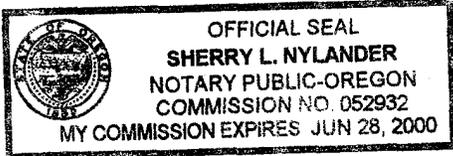
(CORPORATE SEAL)

ATTEST:

Ken. J. [Signature]
Secretary

STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 17th day of October, 1997, 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.



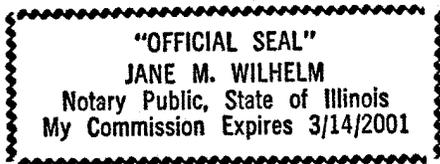
(NOTARIAL SEAL)

My Commission Expires:

Sherry L. Nylander
Notary Public

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 16 day of October, 1997, 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	100	750154-750253			Nov.'97-Feb.'98	T-2A97-F

ITEM 2: May 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 March 20, 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 March 20, 1997. Gunderson Specification No. R-97-5 issued April 16, 1995.