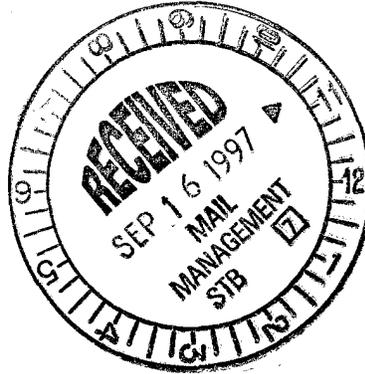




THOMAS D. MARION  
TREASURER



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

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

RECORDATION NO. 20730-A FILED

SEP 16 '97 11-30AM

**VIA FEDERAL EXPRESS**

September 15, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Avenue, N.W.  
Room 2303  
Washington, D.C. 20423

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 15 11 30 AM '97

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 September 8, 1997.

This Agreement is a ~~primary~~ <sup>Secondary - *af*</sup> 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
Three-unit drawbar-connected 48' all-purpose double-stack well cars	FC	25	DTTX	428048-428072

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 20730..

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

"Manufacturing Agreement covering 25 three-unit drawbar-connected 48' all-purpose double-stack well cars, numbered 428048-428072."

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

k:\trstdm\letters\filings\willim14.doc

*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.*

20730-A

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of SEPTEMBER 16, 1997, FILED between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company").

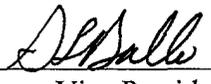
SEP 16 '97 11-30AM

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 1:05 pm, recordation number 20730, 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.

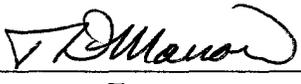
By:   
Vice President

(CORPORATE SEAL)

ATTEST:

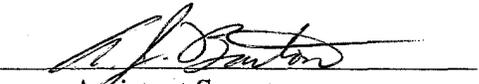
  
Assistant Secretary

TTX COMPANY

By:   
Treasurer

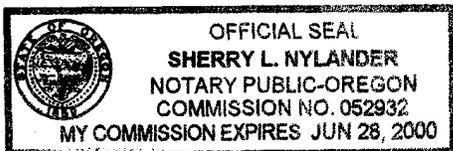
(CORPORATE SEAL)

ATTEST:

  
Assistant Secretary

STATE OF OREGON )  
 ) SS:  
COUNTY OF MULTNOMAH )

On this 12<sup>th</sup> day of September, 1997, before me personally appeared S. Z. Ball  
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.



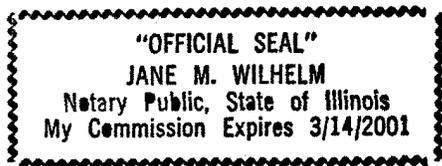
(NOTARIAL SEAL)

My Commission Expires:

Sherry L. Nylander  
Notary Public

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 9<sup>th</sup> day of September, 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	25	428048-428072			September, 1997	T-2097-F

ITEM 2: March 31, 1998

ITEM 3: To be determined

ITEM 4: 4350 Northwest Front Avenue  
Portland, OR 97210

\* Three-unit drawbar connected 48' all-purpose double-stack well cars. TTX Specification No. 68-43-011586, revised March 20, 1997, and TTX Supplemental Specification for Drawbar-Connected Multi-Unit 48' All-Purpose Double-Stack Well Cars No. 68-91-940525 issued May 25, 1994, revised March 20, 1997. Gunderson Specification No. R-97-8 issued April 16, 1995.