



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

0100608056

April 25, 1995

RECORDATION NO. 19278-A
FILED 1425

APR 27 1995 - 2 50 PM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

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) copies of the following Manufacturing Amendment:

Manufacturing Agreement Amendment dated as of April 11, 1995, amending the Manufacturing Agreement dated as of February 10, 1995.

This Amendment 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

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Mr. Vernon Williams
April 25, 1995
Page Two

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. Of Units	Marked	Numbered
Three-unit drawbar - connected Double Stack Container Well Car	FC	234	DTTX	427639-427872

Enclosed is a check in the amount of \$21.00 to cover filing fees.

Prior recordations pertaining to this document being recorded are as follows:

1. Manufacturing Agreement dated February 10, 1995, recorded on March 6, 1995, recordation number 19278.

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

Manufacturing Agreement Amendment No. 1, replacing Annex A to the Manufacturing Agreement with the Amended Annex A, covering 200 3-unit drawbar-connected double stack container well cars numbered 427439-427638, and 234 cars numbered 427639-427872.

Once the filing has been made, please retain one copy of each and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:pjr
Enclosures
19278-A

P.S.: Ms. Mildred Lee - As per your previous conversation, 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.



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/27/95

Office Of The Secretary

Thomas D. Marion
Treasurer
TEN 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 4/27/95 at 2:20PM, and assigned recordation number(s). 19278-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100608056)

\$ 21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MANUFACTURING AGREEMENT AMENDMENT #1, dated as of April 11, 1995, between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 10, 1995 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.

Annex A to said Manufacturing Agreement is being replaced by the Amended Annex A hereto. 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.

RECORDATION NO. 19278-A FILED 1425
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STATE COMMERCE COMMISSION

GUNDERSON INC.

By: *D.L. Ballo*
Vice President

(Corporate Seal)

ATTESTATION:

Harold D. White
Assistant Secretary

TTX COMPANY

By: *V.P. Maron*
Treasurer

(Corporate Seal)

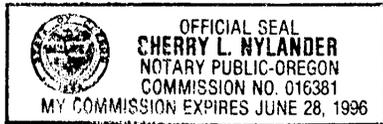
ATTESTATION:

A.J. Dutton
Assistant Secretary

19278

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

On this 24th day of April, 1995, 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.



Cherry L. Nylander
Notary Public

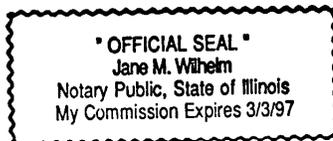
(NOTARIAL SEAL)

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

On this 19 day of April, 1995, 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jane M. Wilhelm
Notary Public

(NOTARIAL SEAL)



AMENDED ANNEX A

GUNDERSON, INC.
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

Type*	Qty.	Company Car Numbers (Include)	Unit Price	Total Price	Month of Delivery	Spec. (Contract Number)
A) DTTX	200	427439-427638			March-Apr., '95	T-2A94-F
B) DTTX	234	427639-427872			Apr.-June, '95	T-5A94-F

ITEM 2: A) September 30, 1995
B) October 31, 1995

ITEM 3: To be determined

ITEM 4: Three-unit all-purpose well cars. TTX Specification No. 68-43-011586 dated January 15, 1986, Revised July 1, 1994, and TTX Supplemental Specification No. 68-91-940525 issued May 25, 1994. Gunderson Specification R94-10 (Contract T-02A94-F) and R94-19 (Contract T-5A94-F).