



3-256A001

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

ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

DIRECT LINE (312) 984-3824

September 10, 1993

VIA FEDERAL EXPRESS

18154 / C
SEP 13 1993 9 30 AM
INTERSTATE COMMERCE COMMISSION

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

Dear Mr. Strickland:

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. 2 dated as of August 24, 1993, a secondary document supplementing the Manufacturing Agreement dated as of December 9, 1992.

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, Oregon

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>
5-unit articulated double-stack container well car.	FCA	60	DTTX	75826-75885

Sidney L. Strickland, Jr.
September 10, 1993
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:

- (1) Manufacturing Agreement dated December 9, 1992, recorded on December 28, 1992, recordation number 18054.
- (2) Manufacturing Agreement Amendment No. 1 dated as of February 10, 1993, recorded on February 18, 1993, recordation number 18054-A.
- (3) Manufacturing Supplement No. 1, dated as of February 17, 1993, recorded on March 5, 1993, recordation number 18054-B.

A short summary of this Supplement No. 2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2, dated August 24, 1993, covering 60 5-unit articulated double-stack container well cars numbered 75826-75885".

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,



AJB/mak
Enclosures

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.

18054-C

Interstate Commerce Commission
Washington, D.C. 20423

9/14/93

OFFICE OF THE SECRETARY

Anthony J. Barton

Director Equip. Financing

Assist. Treasurer & Assist Secretary

TTX Company

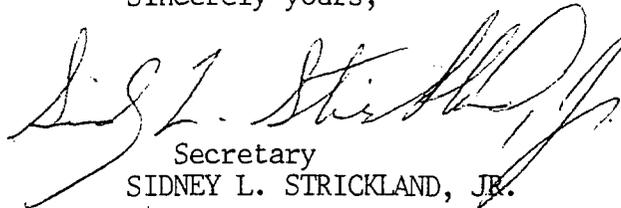
101 North Wacker Drive

Chicago, IL. 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 9/13/93 at 9:30am, and assigned recordation number(s). 18054-C

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/11/93

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of August 24, 1993 between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company").

188544
SEP 13 1993 -9 30 AM
INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 9, 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: Al Balls
Vice President

(Corporate Seal)

ATTESTATION:

Norman M. Webb
Assistant Secretary

TTX COMPANY

By: Tom Maron
Treasurer

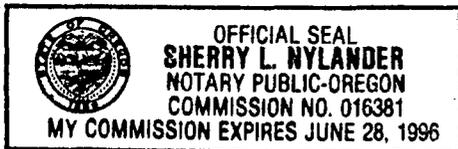
(Corporate Seal)

ATTESTATION:

A. J. Bator
Assistant Secretary

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

On this 2nd day of Sept 1993, 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.

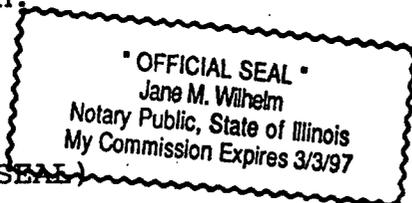


Sherry L. Nylander
Notary Public

(NOTARIAL SEAL)

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

On this 27 day of August, 1993, 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)

IN A JAIL OR
RECEIVED BY
A JAIL OFFICER
FOR THE
STATE OF MISSISSIPPI
JAN 10 1964



RECEIVED BY
JAIL OFFICER
FOR THE
STATE OF MISSISSIPPI
JAN 10 1964

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

GUNDERSON INC.
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	60	75826-75885			September, '93	T-4092-F

Item 2: March 31, 1994

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 September 9, 1992 and Supplemental Specification NO. 68-43-032288 issued March 22, 1988 revised April 27, 1992. Gunderson Specification R92-21 dated November 25, 1992.