

**TRAILER TRAIN
COMPANY**

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

DIRECT LINE (312) 984-3821

THOMAS D MARION
TREASURER

June 22, 1990

0-176A008

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, D.C. 20423

RECORDATION NO. 16775-A FILED 1425

JUN 25 1990 -11:25 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

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 Supplement No. 1 dated as of May 30, 1990, a secondary document, supplementing the Manufacturing Agreement dated as of February 20, 1990.

Parties to this transaction are as follows:

Trailer Train 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
5-platform, container well cars	FC	80	DTTX	73459-73538

* All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

JUN 25 11 13 AM '90
RECORDING UNIT

Honorable Noreta R. McGee
June 22, 1990
Page Two

Enclosed is our check in the amount of \$15.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- (1) Manufacturing Agreement dated February 20, 1990, recorded on February 23, 1990, at 12:05 PM, recordation number 16775.

A short summary of this Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 dated May 30, 1990, covering 80 5-platform, container well cars numbered 73459-73538".

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/mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram 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

6/26/90

OFFICE OF THE SECRETARY

Thomas D. Marion
Trailer Train 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 6/26/90 at 11:25am and assigned recordation number(s). 16775-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

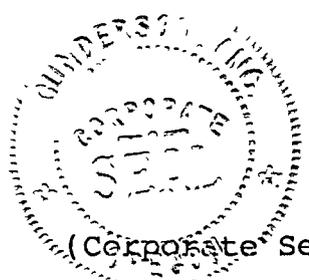
MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of May 30, 1990, between GUNDERSON INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

16775-A
JUN 25 1990 - 11:25 AM
INTERSTATE COMMERCE COMMISSION
WASHINGTON, D.C.

The parties hereto have heretofore entered into Manufacturing Agreement dated as of February 20, 1990 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: Steph I Ballo
Vice President

(Corporate Seal)

ATTESTATION:

Howard O. Wells
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas Marion
Treasurer

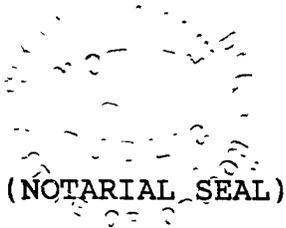
(Corporate Seal)

ATTESTATION:

A. J. Barton
Assistant Secretary

STATE OF Oregon)
COUNTY OF Multnomah) SS.:

On this 15th day of June 1990, 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 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.



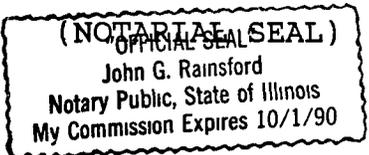
(NOTARIAL SEAL)

Sherry L. Nylander
Notary Public
My Commission Expires 6/22/90

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this 30th day of MAY, 1990, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN 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.

John G. Rainsford
Notary Public



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

GUNDERSON INC.
(Manufacturer)

TRAILER TRAIN 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>
A) DTTX	40	73459-73498	\$193,550	\$7,742,000	July 1990	T-4089-F
B) DTTX	40	73499-73538	\$193,125	\$7,725,000	Aug. - Oct. '90	T-1A90-F

Item 2: A) January 31, 1991
B) February 28, 1991

Item 3: To be determined.

Item 4: 4350 Northwest Front Avenue
Portland, OR 97210

*

- A) Five-unit Articulated well cars of 125-ton capacity capable of carrying 48' containers in all wells. Trailer Train General Specification No. 68-43-011586, revised April 25, 1989 and Supplemental Specification No. 68-43-032288 issued March 22, 1988. Gunderson Specification for Job 19150-1 dated February 15, 1990.
- B) Five-unit Articulated well cars of 125-ton capacity of carrying two 20' containers on one 48' container in all wells. Trailer Train General Specification No. 68-43-011586, dated January 15, 1986, revised April 20, 1989 and Supplemental Specification No. 68-43-032288 issued March 22, 1988. Gunderson Specification for Job 19150-1.

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of May 30, 1990, between GUNDERSON INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

RECORDATION NO. 16778A
JUN 25 1990 - 11:25 AM
INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 20, 1990 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.



(Corporate Seal)

GUNDERSON INC.

By: Stephen L Dalls
Vice President

ATTESTATION:

Howard D. Wells
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Maroon
Treasurer

(Corporate Seal)

ATTESTATION:

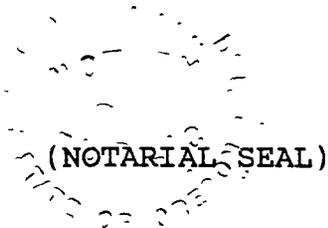
A. J. Barton
Assistant Secretary

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173

STATE OF Oregon)
COUNTY OF Multnomah) SS.:

On this 15th day of June 1990, 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 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.

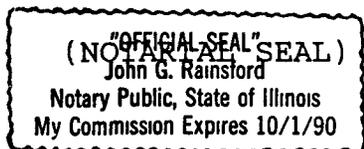
Sherry L. Nylander
Notary Public
My Commission Expires 6/22/92



STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this 30TH day of MAX, 1990, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN 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.

John G. Rainsford
Notary Public



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