

0-312A032

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE CHICAGO, ILLINOIS 60608
(312) 853-3223

DIRECT LINE (312) 984-3824

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

November 7, 1990

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

RECORDATION NO. 1675-H FILED 1423

NOV 8 1990 - 3 40 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

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. 2 dated as of November 1, 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:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform, container well cars	FC	20	DTTX	73539-73558

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

Mr. Sidney L. Strickland, Jr.

November 7, 1990

Page Two

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

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

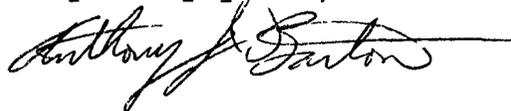
- (1) Manufacturing Agreement dated February 20, 1990, recorded on February 23, 1990, at 12:05 PM, recordation number 16775.
- (2) Manufacturing Agreement Supplement No. 1 dated May 30, 1990, recorded on June 25, 1990, recordation number 16775-A.
- (3) Partial Release dated June 27, 1990, recorded June 29, 1990, recordation number 16775-B.
- (4) Partial Release dated July 9, 1990, recorded August 1, 1990, recordation number 16775-C.
- (5) Partial Release dated July 20, 1990, recorded August 1, 1990, recordation number 16775-D.
- (6) Partial Release dated August 6, 1990, recorded September 24, 1990, recordation number 16775-E.
- (7) Partial Release dated August 23, 1990, recorded September 24, 1990, recordation number 16775-F.
- (8) Partial Release dated September 21, 1990, recorded October 5, 1990, recordation number 16775-G.

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

"Manufacturing Agreement Supplement No. 2
dated October 19, 1990, covering 20 5-platform,
container well cars numbered 73539-73558".

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 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

OFFICE OF THE SECRETARY

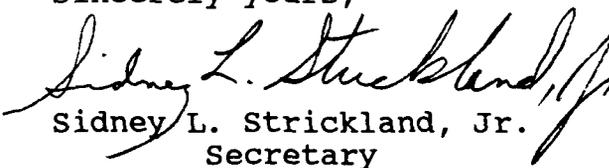
11/8/90

Anthony J. Barton
Director-Equipment Finance
Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/8/90 at 3:40PM, and assigned recordation number(s). 16775-H.

Sincerely yours,

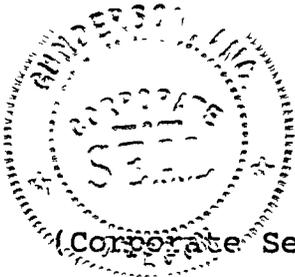

Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of November 1, 1990, between GUNDERSON INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

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)

ATTESTATION:

Howard D. West
Assistant Secretary

(Corporate Seal)

ATTESTATION:

A. J. Barton
Assistant Secretary

GUNDERSON INC.

By: Stephen L. Ballo
Vice President

RECORDATION NO. 16775-H FILED 1423

NOV 8 1990 - 3 12 PM

INTERSTATE COMMERCE COMMISSION

TRAILER TRAIN COMPANY

By: Thomas D. Marlow
Treasurer

STATE OF Oregon)
COUNTY OF Multnomah) SS.:

On this 6th day of November 1990, before me personally appeared Stephen L. Ballo, 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)

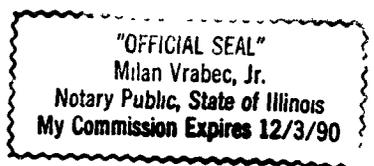
Sherry L. Nylander
Notary Public
my term expires 6/22/92

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this 5th day of ~~November~~, 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.

Paul Paul
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

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. (Contra Number)</u>
DTTX	20	73539-73558			December 1990	T-1A90-

Item 2: June 30, 1991

Item 3: To be determined.

Item 4: 4350 Northwest Front Avenue
Portland, OR 97210

* Five-unit Articulated well cars of 125-ton capacity of carrying two 20' containers or 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.