

**TRAILER TRAIN  
COMPANY**

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

DIRECT LINE (312) 984-3821

THOMAS D MARION  
TREASURER

June 4, 1991

1-157A021

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

17243-B  
REGISTRATION NO. FILED NO.

JUN 6 1991 1:40 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. 1 dated as of May 23, 1991, a secondary document, supplementing the Manufacturing Agreement dated as of February 11, 1991.

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>
Single-unit double-stack container well cars	FC	200	DTTX	56150-56349

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

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Mr. Sidney L. Strickland, Jr.

June 4, 1991

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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 11, 1991, recorded on February 26, 1991, recordation number 17243.

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

"Manufacturing Agreement Supplement No. 1  
dated May 23, 1991, covering 200 single-unit,  
double-stack well cars numbered 56150-56349".

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.

17243-1

JUN 6 1991 -1 40 PM

INTERSTATE 23  
COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of May 23, 1991, 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 11, 1991 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: Stephen L. Ballo  
Vice President

ATTESTATION:

Howard D. Smith  
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Mason  
Treasurer

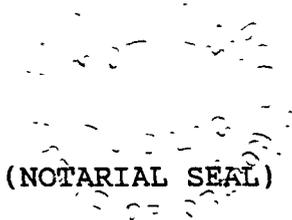
(Corporate Seal)

ATTESTATION:

Jan Fyfe  
Corporate Secretary

STATE OF Oregon )  
COUNTY OF Multnomah ) SS.:

On this 30<sup>th</sup> day of May 1991, before me personally appeared Stephen L. Balls, 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.

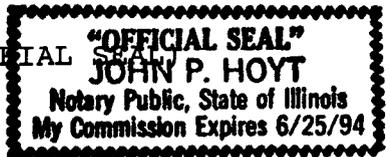


Sherry L. Vanduer  
Notary Public  
My commission expires 6/22/92

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS.:

On this 4<sup>th</sup> day of JUNE, 1991, 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.

(NOTARIAL SEAL)



John P. Hoyt  
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>
JTTX	200	56150-56349			July-Sept. '91	T-5A90-F

Item 2: January 31, 1992

Item 3: To be determined.

Item 4: 4350 Northwest Front Avenue  
Portland, OR 97210

\* Single-unit Double-stack container cars with conventional trucks. Trailer Train General Specification No. 68-43-011586, dated January 15, 1986, revised November 1, 1990 and Supplemental Specification No. 68-43-032490 issued March 24, 1990, revised May 10, 1991. Gunderson Specification 19485, dated April 26, 1991.