



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

THOMAS D MARION
 TREASURER

DIRECT LINE (312) 984-3821

October 11, 1991

1--288A003

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

17243-C

OCT 15 1991 - 10 45 AM

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 October 4, 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	25	DTTX	56350-56374

OCT 15 10 39 AM '91

Mr. Sidney L. Strickland, Jr.
October 11, 1991
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 11, 1991, recorded on February 26, 1991, recordation number 17243.
- (2) Partial Release dated April 29, 1991, recorded on May 14, 1991, recordation number 17243-A.
- (3) Manufacturing Agreement Supplement No. 1 dated May 23, 1991, recorded on June 6, 1991, recordation number 17243-B.

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

"Manufacturing Agreement Supplement No. 1
dated October 4, 1991, covering 25 single-unit,
double-stack well cars numbered 56350-56374".

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-C

Interstate Commerce Commission
Washington, D.C. 20423

10/15/91

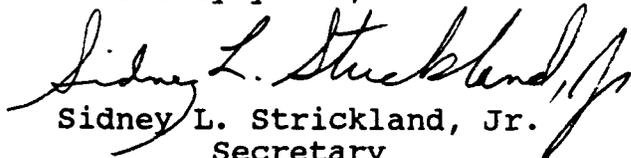
OFFICE OF THE SECRETARY

Thomas D. Marion
Treasurer
TTX 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 10/15/91 at 10:45am, and assigned recordation number(s). 17375-C & 17243-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of October 4, 1991, between GUNDERSON INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

172430
OCT 15 1991 - 10 45 AM
INTERSTATE COMMERCE COMMISSION

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 V. White
Assistant Secretary

TTX COMPANY

By: [Signature]
Vice President &
Chief Financial Officer

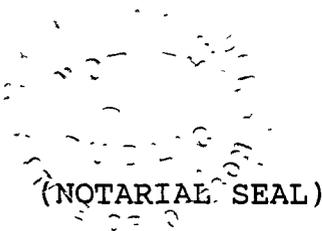


ATTESTATION:

[Signature]
Assistant Secretary

STATE OF Oregon)
COUNTY OF Multnomah) SS.:

On this 7th day of October 1991, before me personally appeared Stephen L. Baels, 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.



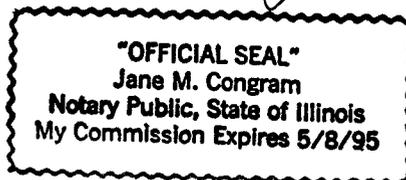
Sherry L. Nylander
Notary Public
My commission expires 6/22/92

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this 4th day of October, 1991, before me personally appeared Robert E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President & Chief Financial Officer 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. Congram
Notary Public

(NOTARIAL SEAL)



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	25	56350-56374			October '91	T-5A90-F

Item 2: April 30, 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.