



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

April 6, 1992

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

2-101A024
 1732 A

APR 10 1992 - 1 15 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 March 25, 1992, a secondary document, supplementing the Manufacturing Agreement dated as of February 24, 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, 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	300	DTTX	56475-56774

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 MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.
April 6, 1992
Page Two

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

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

Manufacturing Agreement dated February 24, 1992, recorded on March 4, 1992, recordation number 17722.

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

"Manufacturing Agreement Supplement No. 1 dated March 25, 1992, covering 300 single-unit, double-stack well cars numbered 56475-56774".

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.

strickla.89

Interstate Commerce Commission
Washington, D.C. 20423

4/10/92

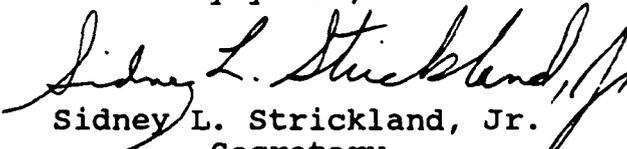
OFFICE OF THE SECRETARY

Anthony J Barton
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 4/10/92 at 1:15pm, and assigned recordation number(s) 17709-A & 17722-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of March 25, 1992, between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 24, 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: Stephen L. Balls
Vice President

(Corporate Seal)

ATTESTATION:

Howard D. White
Assistant Secretary

TTX COMPANY

By: Thomas D. Manon
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. [Signature]
Assistant Secretary

17722A
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COMMERCIAL COMMISSION

STATE OF)
) SS.:
COUNTY OF)

On this 30th day of March 1992, before me personally appeared Stephen L. Balbo, 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
Commission Expires 6/22/92

(NOTARIAL SEAL)

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

On this 26th day of March, 1992, 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.

"OFFICIAL SEAL"
Jane M. Congram
Notary Public, State of Illinois
My Commission Expires 5/8/95

Jane M. Congram
Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

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	300	56475-56774			Apr.-June '92	T-4C91-F

Item 2: October 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. TTX Company General Specification No. 68-43-011586, dated January 15, 1986, revised October 1, 1991 and Supplemental Specification No. 68-43-032490 issued March 24, 1990, revised October 1, 1991. Gunderson Specification R91-23 dated October 2, 1991.