



2-195A000

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

July 9, 1992

RECORDING NO 17722-6
FILED 1425

JUL 13 1992 10 55 AM

INTERSTATE COMMERCE COMMISSION

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

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 June 26, 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	FCA	100	DTTX	56775-56874

JUL 13 10 49 AM '92
MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.
July 9, 1992
Page Two

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

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

- A) Manufacturing Agreement dated February 24, 1992, recorded on March 4, 1992, recordation number 17722.
- B) Manufacturing Agreement Supplement No. 1, dated March 25, 1992, recorded on April 10, 1992, recordation number 17722-A.

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

"Manufacturing Agreement Supplement No. 2
dated June 26, 1992, covering 100 single-unit,
double-stack well cars numbered 56775-56874".

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.

17722.B

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2 DATED AS OF
June 26, 1992 between GUNDERSON, INC., (the "Manufacturer") and TTX COMPANY (the "Company").

17722-B
FILED 1992
JUL 16 1992 - 10 00 AM

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 A. L. Ballo
Vice President

(CORPORATE SEAL)

ATTEST:

Howard D. Wright
Assistant Secretary

TTX COMPANY

By J. D. Marion
Treasurer

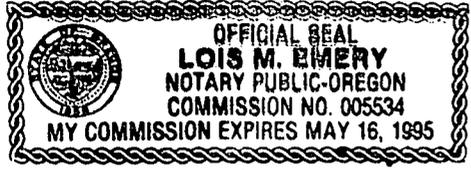
(CORPORATE SEAL)

ATTEST:

A. J. Burton
Assistant Secretary

STATE OF *Oregon*)
) SS:
COUNTY OF *Multnomah*)

On this *2nd* day of *July*, 1992, before me personally appeared *Stephen L. Balla*, to me personally known, who, being by me duly sworn, says that he is a *Sr. Vice President* of *Lunderson*, 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.



Lois M. Emery

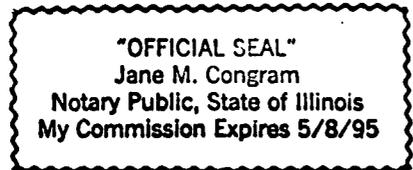
Notary Public

(NOTARIAL SEAL)

My Commission Expires: *May 16, 1995*

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this *30* day of *June*, 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane M. Congram

Notary Public

(NOTARIAL SEAL)

My Commission expires:

ANNEX A TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 2

GUNDERSON INC.
(Manufacturer)

TTX COMPANY
(Company)

<u>Type</u>	<u>Quantity</u>	<u>Company Car Numbers (Incl.)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	100	56775-56874			Nov-Dec '92	T-2B92-F

Item 2: May 31, 1993

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 April 27, 1992. Gunderson Specification R92-10 dated May 5, 1992.

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