



RECORDATION NO 20595-B FILED

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

THOMAS D MARION  
TREASURER

AUG 19 '97 10-44 AM

DIRECT LINE (312) 984-3821  
FAX (312) 984-3855

August 18, 1997

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
AUG 19 10 44 AM '97

Dear Mr Williams.

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Amendment No 1, dated as of August 5, 1997.

This Agreement is a secondary document.

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:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
56' single-unit double-stack well cars.	FC	6	DTTX	560088-560093

Mr. Vernon A. Williams

August 18, 1997

Page Two

Enclosed is our check in the amount of \$24.00 to cover filing fees.

Prior recordations pertaining to this Amendment are as follows.

- 1) Manufacturing Agreement dated as of February 28, 1997, recorded on March 24, 1997, recordation number 20595.
- 2) Manufacturing Agreement Supplement No. 1 dated as of July 8, 1997, recorded on July 11, 1997, recordation number 20595-A..

A short summary of this Amendment to appear in the Index is as follows:

"Manufacturing Agreement Amendment No.1, correcting 6 56' single-unit double- stack well cars which were previously recorded as 560089-560093, to 560088-560093 "

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:mkh

Enclosures

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*P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.*

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

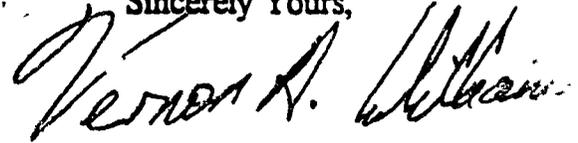
Thomas D. Marion  
Treasurer  
TEX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

DATE: 8/19/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 8/19/97 at 10.44AM, and assigned recordation number(s) 20595-B.

Sincerely Yours,

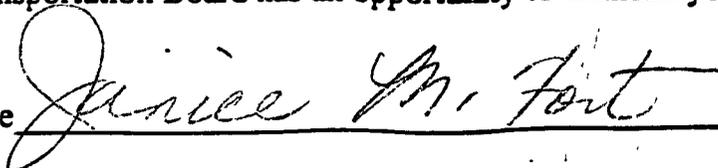


Vernon A. Williams  
Secretary

Enclosure(s)

\$4.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MANUFACTURING AGREEMENT AMENDMENT NO. 1, dated as of August 5, 1997, between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company").

WHEREAS, the parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 28, 1997 (the "Manufacturing Agreement"), which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11303 (a) on March 24, 1997 at 10:22 am, recordation number 20595, and

WHEREAS, the unit numbers described in Annex A to said Manufacturing Agreement, as originally filed and recorded, were incorrect as stated and the parties hereto desire to substitute a new Annex A to the Manufacturing Agreement which correctly states the unit numbers;

NOW THEREFORE, the parties hereto agree that the attached Annex A is hereby incorporated into the Manufacturing Agreement in substitution of the previous Annex A, and said previous Annex A is no longer in effect.

In all other respects the Manufacturing Agreement remains unchanged and in full force and effect.

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.

RECORDATION NO 20595-B FILED

By: *A. Gallo*  
Vice President

AUG 19 '97

10-44 AM

(CORPORATE SEAL)

ATTEST:

*Francis D. Wright*  
Assistant Secretary

TTX COMPANY

By: *Thomas M. Maron*  
Treasurer

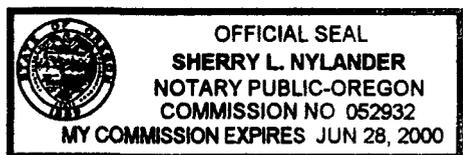
(CORPORATE SEAL)

ATTEST:

*A. J. Barto*  
Secretary

STATE OF OREGON )  
 ) SS:  
COUNTY OF MULTNOMAH )

On this 8<sup>th</sup> day of August, 1997, before me personally appeared S. 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.



(NOTARIAL SEAL)

My Commission Expires:

Sherry L. Nylander  
Notary Public

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 6th day of August, 1997, before me personally appeared T. 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.



(NOTARIAL SEAL)  
My Commission expires:

Jane M. Wilhelm  
Notary Public

AMENDED ANNEX A

GUNDERSON INC.  
(Manufacturer)

TTX COMPANY  
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Include)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	6	560088-560093			July 1997	T-5D94-F

ITEM 2: January 31, 1998

ITEM 3: To be determined

ITEM 4: 4350 Northwest Front Avenue  
Portland, OR 97210

\* 56' Single-unit double-stack well cars. TTX Company Specification No. 68-43-011586, dated January 15, 1986, revised April 12, 1996, and TTX Company Specification No. 68-91-941020 issued October 20, 1994. Gunderson specification R94-21B.