



ANTHONY J BARTON
 DIRECTOR EQUIPMENT FINANCING &
 ASSISTANT TREASURER

RECORDATION NO *20595-C* FILED

SEP 2 '97 9-55 AM

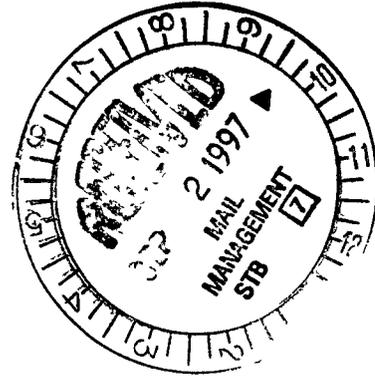
TTX COMPANY
 101 NORTH WACKER
 DRIVE
 CHICAGO, ILLINOIS 60606
 (312) 853-3223

DIRECT LINE (312) 984-3824
 FAX (312) 984-3855

August 29, 1997

VIA FEDERAL EXPRESS

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



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 Supplement No 2, dated as of August 25, 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	7	DTTX	560094-560100.

August 29, 1997

Page Two

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

Prior recordations pertaining to this Supplement are as follows:

- 1) Manufacturing Agreement dated as of February 28, 1997, recorded on March 24, 1997, recordation number 20595.
- 2) Manufacturing Agreement Supplement dated as of July 8, 1997, recorded on July 11, 1997, recordation number 20595-A.
- 3) Manufacturing Agreement Amendment No. 1 dated as of August 5, 1997, recorded on August 19, 1997, recordation number 20595-B.

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

"Manufacturing Agreement Supplement No.2 covering 7 56' single-unit double-stack well cars, numbered 560094-560100."

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:mkh

Enclosures

k:\rsajb\letters\filings\willm13.doc

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

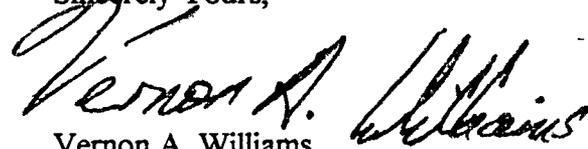
Anthony J. Barton
TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

DATE: 9/2/97

Dear Sir:

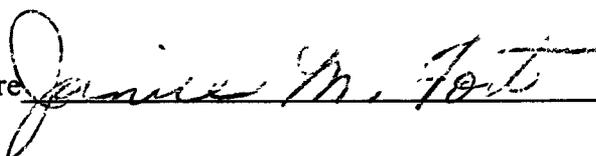
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177 3 (c), on 9/2/97 at 9:55AM, and
assigned recordation number(s). 20595-C.

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 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 SUPPLEMENT NO 2, dated as of August 25, 1997, between GUNDERSON INC (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 28, 1997, 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, 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.

RECORDATION NO. 20595-C FILED

GUNDERSON, INC.

By: _____

L. Clark Wood
Vice President

SEP 2 '97

9-55A

(CORPORATE SEAL)

ATTEST:

Harold P. W. Smith
Assistant Secretary

TTX COMPANY

By: _____

D. Maron
Treasurer

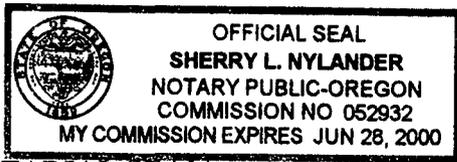
(CORPORATE SEAL)

ATTEST:

Jeff Burton
Assistant Secretary

STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 28 day of August, 1997, before me personally appeared _____
L. Clark Wood, to me personally known, who, being by me duly
sworn, says that he is a 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.



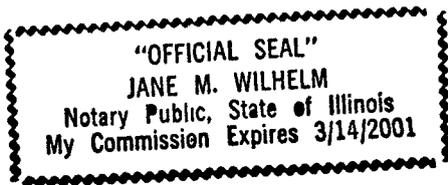
(NOTARIAL SEAL)

Sherry L. Nylander
Notary Public

My Commission Expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 26th 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

ANNEX A TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 2

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	7	560094-560100			Aug.-Sept., '97	T-5D94-F

ITEM 2: March 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.