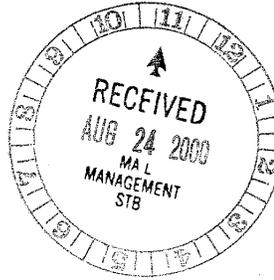


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August 16, 2000

Secretary  
Surface Transportation Board  
1925 K Street NW, Room 704  
Washington, D.C. 20423

RECORDATION NO. 18688-N FILED

AUG 25 '00 2-52 PM

TS  
**SURFACE TRANSPORTATION BOARD**

Attention: Recording

Subject: STB Filing (Railroad Cars)

Ladies and Gentlemen:

Enclosed for recording pursuant to Section 11301 of Title 49 of the U.S. Code are two fully executed counterpart originals of Acknowledgement and Affirmation dated August 2, 2000. The Acknowledgment and Affirmation is a secondary document as defined in 49 CRF § 1177. The primary document to which this is connected is a security agreement recorded under Recordation No. 18688 (the "Security Agreement").

The names and addresses of the parties to the Acknowledgement and Affirmation are as follows:

Debtor/Mortgagor:

Gunderson Rail Services, Inc.  
4350 N.W. Front Avenue  
Portland, Oregon 97210

The Debtor was formerly known as Gunderson Southwest, Inc.

Secured Party/Mortgagee:

United States National Bank of Oregon, as Agent for Lenders  
Oregon Corporate Banking  
111 S.W. Fifth Avenue  
Portland, Oregon 97204

Interstate Commerce Commission

- 2 -

August 16, 2000

Included in the property covered by the Security Agreement are railroad cars intended for use related to interstate commerce, or interests therein, owned by Gunderson Rail Services, Inc., formerly known as Gunderson Southwest, Inc., at the date of the Security Agreement or thereafter manufactured or acquired by Gunderson Rail Services, Inc., formerly known as Gunderson Southwest, Inc., or its successors as owners of the railroad cars covered by the Security Agreement.

Also enclosed is a check in the amount of \$26 payable to the Surface Transportation Board for the recording fee.

Please return a stamped original of the Acknowledgement and Affirmation to the undersigned.

A short summary of the Acknowledgement and Affirmation to appear in the Board's index is as follows:

Acknowledgement and Affirmation dated August 2, 2000, acknowledging and agreeing that the obligations of Gunderson Southwest, Inc., are now obligations of Gunderson Rail Services, Inc., by virtue of a merger in which Gunderson Southwest, Inc., was merged into Gunderson Northwest, Inc., and Gunderson Northwest, Inc., changed its name to Gunderson Rail Services, Inc., effective September 1, 1999, and relating to a First Amendment to Security Agreement dated May 31, 1995, amending Security Agreement dated January 31, 1994, between Gunderson Southwest, Inc., debtor/mortgagor, and United States National Bank of Oregon, as agent, secured party/mortgagee, with Recordation No. 18688, and covering all railroad car inventory now owned or hereafter manufactured or acquired by Gunderson Southwest, Inc., or its successors.

Very truly yours,



Melissa M. Ryan

RECORDATION NO. 18688-N FILED

AUG 25 '00 2-52 PM

SURFACE TRANSPORTATION BOARD

**ACKNOWLEDGMENT AND AFFIRMATION  
(Gunderson Southwest, Inc.)**



THIS ACKNOWLEDGMENT AND AFFIRMATION is made this 2<sup>nd</sup> day of

August, 2000, in connection with that certain Second Amended and Restated Loan Agreement by and among Gunderson, Inc. ("Gunderson"), and U.S. Bank National Association ("Agent") and Bank of America, N.A. (each lender, a "Bank"), dated as of August 1, 1998 (the "Loan Agreement"), as amended by the First Amendment and Extension dated as of March 31, 1999.

**RECITALS:**

A. Payment and performance under the Loan Agreement, as amended, was guaranteed in part on a secured basis by Gunderson affiliate Gunderson Southwest, Inc.

B. Effective September 1, 1999, Gunderson Southwest, Inc., was merged into Gunderson Northwest, Inc., which changed its name to Gunderson Rail Services, Inc., in the merger transaction.

NOW, THEREFORE, the undersigned do hereby acknowledge and agree as follows:

1. Acknowledgment and Affirmation. By virtue of the merger transaction and name change described above, the January 31, 1994, guaranties and security agreements, as amended, from Gunderson Southwest, Inc., are now obligations of Gunderson Rail Services, Inc. Said guaranties and security agreements, as amended, are acknowledged, ratified, and affirmed by Gunderson Rail Services, Inc.

2. Further Assurances. The undersigned agree to execute and deliver to the Agent or any Bank such documents or forms as may be necessary to reflect of record the name changes described herein.

