



RECORDATION NO. 31732 FILED

MAY 19 '15 -11 14 AM

SURFACE TRANSPORTATION BOARD

May 15, 2015

VIA FEDERAL EXPRESS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement dated as of May 14, 2015.

This Agreement is a primary document.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Seller: FreightCar America, Inc. (Manufacturer)
Two North Riverside Plaza, Suite 1300
Chicago, Illinois 60606

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
60'-9" HQ Plate F Box Car	XM	500	TBOX	675000-675499

Chief, Section of Administration
Page Two

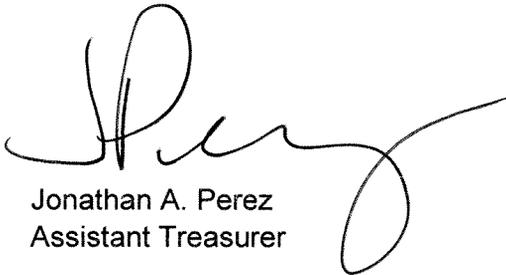
Enclosed is our check in the amount of \$43.00 to cover filing fees.

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

"Memorandum of Railcar Manufacturing Agreement covering 500 TBOX 60' Plate F
boxcars, numbered 675000-675499"

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.

Sincerely,



Jonathan A. Perez
Assistant Treasurer

Enclosures

k:\trserel\letters\filings\chiefca 2015 05 15.doc

MAY 19 '15 -11 14 AM

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of May 14, 2015, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and FreightCar America, Inc., a Delaware corporation, with an address at Two North Riverside Plaza, Suite 1300, Chicago, Illinois 60606 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

14 WHEREAS, the Parties entered into a Manufacturing Agreement dated as of May 14, 2015, (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

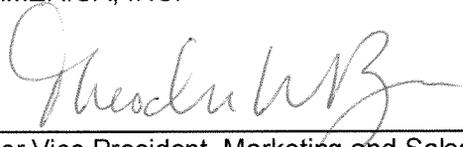
WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

FREIGHTCAR AMERICA, INC.

By: 
Senior Vice President, Marketing and Sales

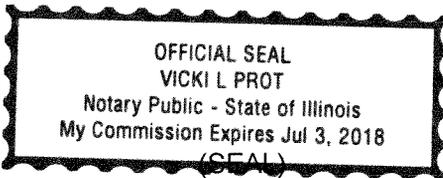
TTX COMPANY

By: 
Vice President, Chief Financial Officer and Treasurer

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 6th day of May, 2015, before me personally appears Theodore W. Baun, to me personally known, who by me duly sworn, says that he is Senior Vice President, Marketing and Sales of FreightCar America, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Vicki L. Prot
Notary Public

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

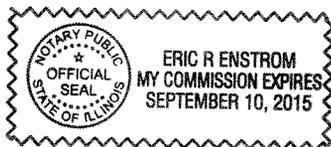
On this 14th day of May, 2015, before me personally appears Victoria A. Dudley, to me personally known, who by me duly sworn, says that she is the Vice President, Chief Financial Officer and Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Eric R. Enstrom
Notary Public

(SEAL)

My Commission expires:



**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED MAY 19, 2015**

**TTX Contract T-3B14-B
FREIGHT CAR AMERICA Lot# 140031**

EQUIPMENT

500 TBOX Cars marked 675000 through 675499 (both inclusive)