

RECORDATION NO. 31062 FILED

JAN 16 '14 -3 49 PM

SURFACE TRANSPORTATION BOARD



January 14, 2014

**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 January 9, 2014.

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: Greenbrier-Concarril L.L.C. (Manufacturer)  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035



The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89' low level flat cars for tri-level autorack service	FA	385	GTTX	691049-691433

Chief, Section of Administration  
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Enclosed is our check in the amount of \$44.00 to cover filing fees.

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

"Memorandum of Railcar Manufacturing Agreement covering 385, 89' low level flat cars for tri-level autorack service; GTTX, numbered 691049-691433."

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,



Victoria A. Dudley  
Vice President, Chief Financial Officer and  
Treasurer

Enclosures

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**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of JANUARY 9, 2014, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Greenbrier-Concarril L.L.C., a Delaware limited liability company, with an address at Suite 200, One Centerpointe Drive, Lake Oswego, Oregon 97035 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of JANUARY 9, 2014 (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.

GREENBRIER-CONCARRIL L.L.C.

By: [Signature]  
Alejandro Centurion, President

TTX COMPANY

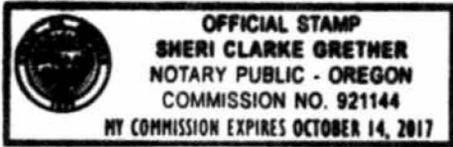
By: [Signature]  
Vice President, Chief Financial Officer and Treasurer



STATE OF OREGON )  
 )SS:  
COUNTY OF CLACKAMAS )

On this 7<sup>th</sup> day of January, 2014, before me personally appears Alejandro Centurion, to me personally known, who by me duly sworn, says that he is President of Greenbrier-Concarril L.L.C. (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.



Sheri Clarke Grether  
Notary Public

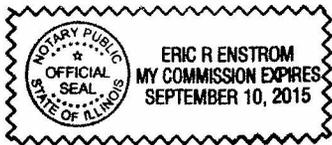
(SEAL)

My Commission expires: October 14, 2017

STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 13<sup>th</sup> day of January, 2014 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.



(SEAL)

Eric R. Enstrom  
Notary Public

My Commission expires: 9/10/15



**SCHEDULE 1**  
**TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**  
**DATED JANUARY 9, 2014**

**TTX Contract T-4013-F**  
**Greenbrier-Concarril Lot R40670**

**EQUIPMENT**

385 GTTX Cars marked 691049 through 691433 (both inclusive).