



July 20, 2016

RECORDATION NO. 32006-A FILED

VIA FEDERAL EXPRESS

JUL 28 2016 -4:51 PM

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

SURFACE TRANSPORTATION BOARD

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 Amendment dated as of July 20, 2016.

This Agreement is a ~~primary~~ *secondary* document.

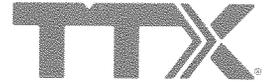
Parties to this transaction are as follows:

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

Seller: Gunderson LLC (Manufacturer)
4350 NW Front Avenue
Portland, OR 97210

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Five-unit articulated double stack well cars with 40' wells.	FCA	278	DTTX	760761-761038



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 Amendment covering 278 five-unit articulated double stack well cars with 40 foot wells; DTTX, numbered 760761-761038."

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,

A handwritten signature in black ink, appearing to read 'JPerez', with a long horizontal flourish extending to the right.

Jonathan A. Perez
Assistant Treasurer

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT AMENDMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT AMENDMENT dated as of July 20, 2016, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Gunderson LLC, an Oregon limited liability company, with an address at 4350 NW Front Avenue, Portland, Oregon 97210 (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 November 18, 2015, (the "Agreement"), and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on November 19, 2015 at 12:33 PM, recordation number 32006.

WHEREAS, the Parties have amended the Agreement by entering into Manufacturing Agreement Amendment No. 1, dated as of July 20, 2016, (the "Amendment") which reduces the number of cars the Manufacturer will manufacture and sell to the Purchaser to 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 Amendment, 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 Amendment, 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.

GUNDERSON LLC

By: 
Senior Vice President

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TTX COMPANY

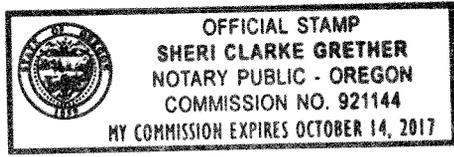
By: 
Vice President, Chief Financial Officer and Treasurer

SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
)SS:
COUNTY OF CLACKAMAS)

On this 14th day of July, 2016, before me personally appears Adrian J. Downes, to me personally known, who by me duly sworn, says that he is Senior Vice President of Gunderson LLC (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

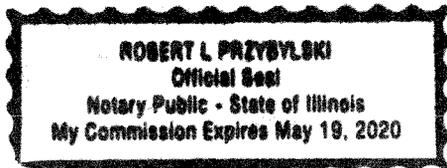
(SEAL)

My Commission expires: October 14, 2017

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 20th day of July, 2016 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.



Robert L. Przybylski

Notary Public

(SEAL)

My Commission expires:

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
AMENDMENT**

DATED July 20, 2016

**TTX Contract T-4014-F
GUNDERSON Lot# R20715**

EQUIPMENT

278 DTTX Cars marked 760761 through 761038 (both inclusive).

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