

RECORDATION NO. 31743 FILED

MAY 28 2015 4:25 PM



May 27, 2015

SURFACE TRANSPORTATION BOARD

**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 26, 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
Three-unit articulated double stack well cars with 53' wells.	FCA	200	DTTX	795100-795299

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 200 three-unit articulated double stack well cars with 53 foot wells; DTTX, numbered 795100-795299."

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, sweeping horizontal stroke extending to the right.

Jonathan A. Perez  
Assistant Treasurer

Enclosures

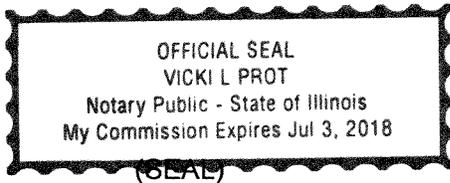
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STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 6<sup>th</sup> day of May, 2015, before me personally appears Theodore W. Bawn, 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.



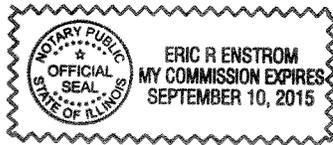
Vicki L. Prot  
Notary Public

My Commission expires:

STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 26<sup>th</sup> 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

My Commission expires:

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
DATED MAY 26, 2015**

**TTX Contract T-4014-B  
FREIGHT CAR AMERICA Lot# 140037**

**EQUIPMENT**

200 DTTX Cars marked 795100 through 795299 (both inclusive)