RECORDATION NO. 31345 FILED

AUG 27 '14 -2 55 PM

SURFACE TRANSPORTATION BOARD

TTX

August 20, 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 August 20, 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 autorack service	FA	200	GTTX	691834-692033

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 200, 89' low level flat cars for autorack service; GTTX, numbered 691834-692033."

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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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of AUGUST 20, 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, LLC, 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 AUGUST 20, 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, LLC

By: _____
President

TTX COMPANY

By: _____
Vice President, Chief Financial Officer and Treasurer

STATE OF OREGON)
)SS:
COUNTY OF CLACKAMAS)

On this 15th day of August, 2014, before me personally appears Alejandro Centurion, to me personally known, who by me duly sworn, says that he is President of Greenbrier-Concarril, 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.

OFFICIAL STAMP
SHERI CLARKE GRETHER
NOTARY PUBLIC - OREGON
COMMISSION NO. 921144
MY COMMISSION EXPIRES OCTOBER 14, 2017

Sheri Clarke Grether
Notary Public

(SEAL)

My Commission expires: October 14, 2017

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 21st day of August, 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.

NOTARY PUBLIC OFFICIAL SEAL STATE OF ILLINOIS
ERIC R ENSTROM
MY COMMISSION EXPIRES
SEPTEMBER 10, 2015

Eric R. Enstrom
Notary Public

(SEAL)

My Commission expires:
9/10/15

SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED AUGUST 20, 2014

TTX Contract T-2A14-F
Greenbrier-Concarril Lot R40720

EQUIPMENT

200 GTTX Cars marked 691834 through 692033 (both inclusive).

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