December 18, 2015

RECORDATION NO. 32042 FILED

DEC 21 2015 -11 :20 AM

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 December 18, 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: Trinity North American Freight Car, Inc. (Manufacturer)
2525 Stemmons Freeway
Dallas, Texas 75207

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89' low level flat cars for automotive rack service	FA	590	GTTX	706071-706660

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 590, 89' low level flat cars for automotive rack service; GTTX, numbered 706071-706660."

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:\trsere\letters\filings\chieftrin 2015 09 21a.doc

RECORDATION NO. 32042 FILED

DEC 21 2015 -11 :20 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of December 18, 2015, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Trinity North American Freight Car, Inc., a Delaware corporation, with an address at 2525 Stemmons Freeway, Dallas, Texas 75207 (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 December 18, 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.

TRINITY NORTH AMERICAN FREIGHT CAR, INC.

By: _____
Vice President

TTX COMPANY

By: _____
Vice President, Chief Financial Officer and Treasurer

STATE OF TEXAS)
)SS:
COUNTY OF DALLAS)

On this 11th day of December, 2015, before me personally appears Thomas C. Jardine, to me personally known, who by me duly sworn, says that he is Vice President of Trinity North American Freight Car, 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.

APRIL MAY
Notary Public, State of Texas
My Commission Expires
July 01, 2019

April May
Notary Public

(SEAL)

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 17th day of December, 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.

OFFICIAL SEAL
ERIC R ENSTROM
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:09/10/19

Eric R. Enstrom
Notary Public

(SEAL)

My Commission expires:
9/10/19

SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED December 18, 2015

TTX Contract T-4015-P
TRINITY Lot# F15065

EQUIPMENT

590 GTTX Cars marked 706071 through 706660 (both inclusive).

m:\contracts\trinity\memot4015p.doc