



TTX COMPANY
 101 NORTH WACKER DRIVE
 CHICAGO, ILLINOIS 60606
 (312) 853-3223

ANTHONY J. BARTON
 DIRECTOR EQUIPMENT FINANCING &
 ASSISTANT TREASURER

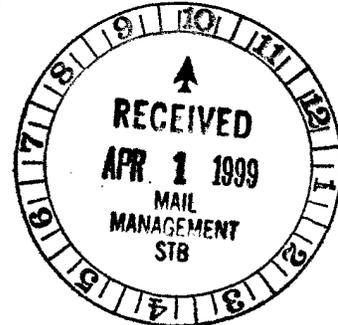
DIRECT LINE (312) 984-3824
 FAX (312) 984-3855

March 31, 1999

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
 Secretary
 Surface Transportation Board
 1925 K Street, N.W.
 Washington, D.C. 20006

RECORDATION NO. 22094 FILED
 APR 5 '99 10-00AM



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed copies of the following document:

Memorandum of Railcar Manufacturing Agreement dated as of March 8, 1999.

This Agreement is a primary document.

Parties to this transaction are as follows:

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

Johnstown America Corporation (Manufacturer)
 17 Johns Street
 Johnstown, PA 15901

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89'4" raised side sill, low level flat car for wide body tri-level autorack service	FA	800	GTTX	711030-711829

Mr. Vernon A. Williams
March 31, 1999
Page Two

Enclosed is our check in the amount of \$26.00 to cover filing fees.

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

"Memorandum of Railcar Manufacturing Agreement covering 800, 89'4" raised side sill, low level flat cars for wide body tri-level autorack service - GTTX, numbered 711030-711829."

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.

Very truly yours,

A handwritten signature in black ink, appearing to read "Matthew J. Barton". The signature is fluid and cursive, with a long horizontal line extending to the right.

Enclosures

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P.S. Please call Eric Enstrom at (312)984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

APR 5 '99 10-00AM

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of this 8th day of March, 1999, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Johnstown America Corporation, a Delaware corporation, with an address at 17 Johns Street, Johnstown, Pennsylvania 15901 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Manufacturer and the Purchaser entered into that certain Manufacturing Agreement (the "Agreement") dated as of the date hereof relating to the manufacture and sale by the Manufacturer of the equipment listed on Schedule 1 hereto (the "Equipment") to the Purchaser;

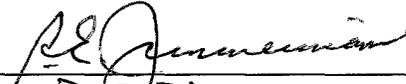
WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

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.

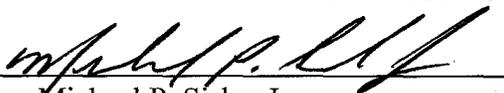
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, 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 reference 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.

TTX COMPANY

By: 
Name: R.E. Zimmerman
Title: Vice President & CFO

JOHNSTOWN AMERICA CORPORATION

By: 
Name: Michael P. Siska, Jr.
Title: Contract Administrator

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED MARCH 8, 1999**

**TTX Contract # T-7A98-B
JAC Lot # 1400-825**

EQUIPMENT

800 Flat Cars marked GTTX 711030 through GTTX 711829 (both inclusive).