



ANTHONY J. BARTON  
DIRECTOR EQUIPMENT FINANCING &  
ASSISTANT TREASURER

RECORDATION NO. 23217-A FILED

DEC 21 '00 4-25 PM  
TS  
SURFACE TRANSPORTATION BOARD

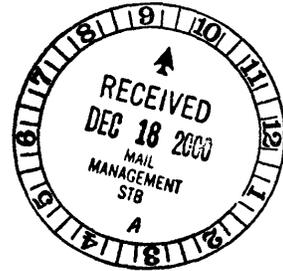
**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

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

December 14, 2000

**VIA FEDERAL EXPRESS**

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



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 documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement dated as of December 4, 2000.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of October 18, 2000, recorded on November 2, 2000, recordation number 23217.

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

Seller: Trinity Industries, Inc. (Manufacturer)  
2525 Stemmons Freeway  
Dallas, TX 75207

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
70 ft. loading deck, 230 ton FM heavy duty flat car	FC	45	QTTX	131320-131364

Mr. Vernon A. Williams  
Page Two  
December 14, 2000

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 Supplement covering 45  
70 foot loading deck, 230 ton FM heavy duty flat cars; QTTX, numbered 131320-  
131364."

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 cursive script, appearing to read "Anthony J. Davis", with a long horizontal flourish extending to the right.

Enclosures

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**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 1 dated as of December 4, 2000, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Trinity Industries, 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 October 18, 2000, (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 2, 2000 at 12:22 PM, recordation number 23217.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of December 4, 2000, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional 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 Supplement, 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 Supplement, 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 INDUSTRIES, INC.

RECORDATION NO. 23217-A FILED

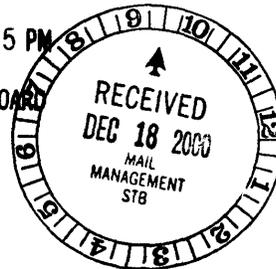
By: *Neil O. Swartz* DEC 21 '00  
Treasurer

4-25 PM

SURFACE TRANSPORTATION BOARD

TTX COMPANY

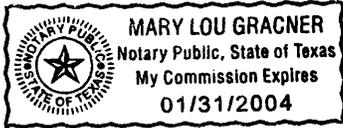
By: *J. M. Law*  
Vice President - Finance & Treasurer



STATE OF TEXAS )  
 )SS:  
COUNTY OF DALLAS )

On this 12<sup>th</sup> day of December, 2000 before me personally appears Neil W. Sharp, to me personally known, who by me duly sworn, says that he is a Treasurer of Trinity Industries, 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.



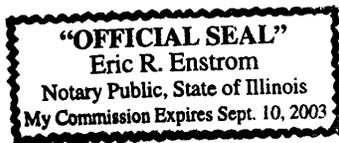
Mary Lou Gracner  
Notary Public

My Commission expires: 1/31/2004

STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 14<sup>th</sup> day of December, 2000, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President - Finance & 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 he 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

(SEAL)

My Commission expires:

9/10/03

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
SUPPLEMENT NO. 1  
DATED DECEMBER 4, 2000**

**TTX Contract #T-5000-P  
Trinity Lot # 2837**

**EQUIPMENT**

45 QTTX Cars marked 131320 through 131364 (both inclusive).

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