



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

THOMAS D. MARION  
 TREASURER

RECORDATION NO. 23043 FILED

DIRECT LINE (312) 984-3821  
 FAX (312) 984-3855

AUG 09 '00 4:12 PM

SURFACE TRANSPORTATION BOARD August 8, 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 dated as of August 1, 2000.

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: 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" flush deck, standard level flat car for wide body bi-level autorack service.	FA	380	GTTX	988775-989154

Mr. Vernon A. Williams  
Page Two  
August 3, 2000

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

There are no prior recordations pertaining to this Agreement.

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

"Memorandum of Railcar Manufacturing Agreement covering 380 89'4" flush deck standard level flat cars for wide body bi-level autorack service.; GTTX, numbered 988775-989154."

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,



Enclosures

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**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of August 1, 2000, 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 St, Johnstown, Pennsylvania 15901 (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 1, 2000 (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.

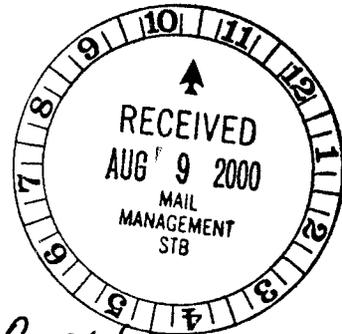
IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION

By: *Michael P. Lusk*  
Contract Administrator

TTX COMPANY

By: *Thomas D. Marion*  
Treasurer



RECORDED NO. 23043 FILED

AUG 09 '00 4:12 PM

SURFACE TRANSPORTATION BOARD

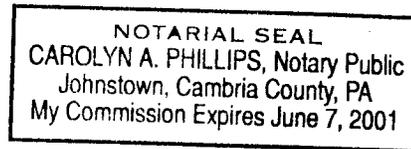
STATE OF PENNSYLVANIA )  
 )SS:  
COUNTY OF CAMBRIA )

On this 2nd day of AUGUST, 2000 before me personally appears Michael P. Sisk Jr., to me personally known, who by me duly sworn, says that he is a Contract Administrator of Johnstown America Corporation (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.

Carolyn A. Phillips  
Notary Public

(SEAL)

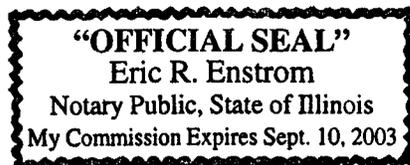


My Commission expires:

STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 3rd day of August, 2000 before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the 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.



(SEAL)

Eric R. Enstrom  
Notary Public

My Commission expires:

9/10/03

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
DATED AUGUST 1, 2000**

**TTX Contract T-4A99-B  
JAC Lot# 1400-880**

**EQUIPMENT**

380 GTTX Cars marked 988775 through 989154 (both inclusive).

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