



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

THOMAS D. MARION  
 VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

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

December 16, 2003

**VIA FEDERAL EXPRESS**

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

RECORDATION NO. 24743 FILED  
 DEC 19 2003 4-4 2 PM  
 SURFACE TRANSPORTATION BOARD



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 December 4, 2003.

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: Gunderson, Inc. (Manufacturer)  
 4350 NW Front Avenue  
 Portland, OR

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Three-unit articulated double stack wells cars with 53 foot wells	FCA	726	DTTX	727051-727776

Mr. Vernon A. Williams  
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Enclosed is our check in the amount of \$30.00 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 726 three-unit articulated double stack well cars with 53 foot wells; DTTX, numbered 727051-727776."

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 December 4, 2003, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Gunderson, Inc., an Oregon corporation, with an address at 4350 NW Front Avenue, Portland, Oregon 97210 (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 4, 2003 (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.

GUNDERSON, INC.

By:   
President

RECORDATION NO. 24743 FILED

DEC 19 '03

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SURFACE TRANSPORTATION BOARD

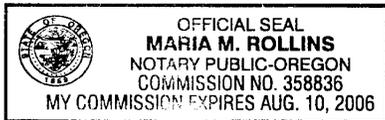
TTX COMPANY

By:   
Vice President and Chief Financial Officer

STATE OF OREGON )  
 )SS:  
COUNTY OF MULTNOMAH )

On this 12<sup>th</sup> day of December, 2003, before me personally appears Thomas J. Sass, to me personally known, who by me duly sworn, says that he is President of Gunderson, 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.



Maria M. Rollins  
Notary Public

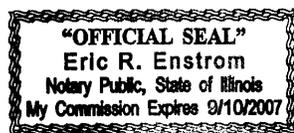
(SEAL)

My Commission expires:

STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 16<sup>th</sup> day of December, 2003 before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President and Chief Financial Officer 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:

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
DATED DECEMBER 4, 2003**

**TTX Contract T-2A03-F  
GUNDERSON Lot# 20410**

**EQUIPMENT**

726 DTTX Cars marked 727051 through 727776 (both inclusive).

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