



ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

RECORDATION NO. 24821 FILED

FEB 20 04 1:26 PM

SURFACE TRANSPORTATION BOARD

February 19, 2004

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

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



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 January 30, 2004.

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: Trenton Works Limited (Manufacturer)
34 Power Plant Road, P.O. 130
Trenton, Nova Scotia
Canada, B0K 1X0

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
73-foot, 110 ton center beam car	FBC	100	TTZX	856975-857074

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 100, 73 foot, 110 ton center beam cars; TTZX, numbered 856975-857074."

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. Barton", with a long horizontal flourish extending to the right.

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of January 30, 2004, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and TrentonWorks Ltd., a corporation organized under the laws of Canada, with an address at 34 Power Plant Road, P.O. Box 130, Trenton, Nova Scotia, Canada, B0K 1X0 (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 January 30, 2004 (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.

TRENTON WORKS LTD

By: 
Vice President

TTX COMPANY

By: 
Vice President and Chief Financial Officer

STATE OF OREGON)
)SS:
COUNTY OF CLACKAMAS)

On this 17th day of February, 2004, before me personally appears Narriss M. Webb, to me personally known, who by me duly sworn, says that he is Vice President of TrentonWorks Ltd. (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.



(SEAL)

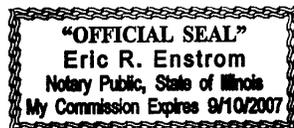
Janet E. Germer
Notary Public

My Commission expires: 5/28/2006

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 30th day of January, 2004 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.



(SEAL)

Eric R. Enstrom
Notary Public

My Commission expires:

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED JANUARY 30, 2004**

**TTX Contract T-4003-F
TRENTON WORKS Lot# 9316B**

EQUIPMENT

100 TTZX Cars marked 856975 through 857074 (both inclusive).

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