



ANTHONY J. BARTON  
DIRECTOR EQUIPMENT FINANCING &  
ASSISTANT TREASURER

RECORDATION NO. 24821-A FILED

APR 09 '04

3-43 PM

SURFACE TRANSPORTATION BOARD

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

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

April 8, 2004

**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 No. 1 dated as of March 11, 2004.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of January 30, 2004, recorded on February 20, 2004, recordation number 24821.

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	857075-857174

Mr. Vernon A. Williams  
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Enclosed is our check in the amount of \$30.00 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 100,  
73 foot, 110 ton center beam cars; TTZX, numbered 857075-857174."

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. Dutton".

Enclosures

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**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 1 dated as of March 11, 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") 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 February 20, 2004 at 1:26 PM, recordation number 24821.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of March 11, 2004, (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.

TRENTON WORKS LTD

By: Norman M. Webb  
Vice President

TTX COMPANY

By: J. M. Mauow  
Vice President and Chief Financial Officer

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SURFACE TRANSPORTATION BOARD

STATE OF OREGON )  
 )SS:  
COUNTY OF CLACKAMAS )

On this 23rd day of March, 2004 before me personally appears Norris M. Webb, to me personally known, who by me duly sworn, says that he is a Vice President of Trenton Works 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.



Janet E. Germer  
Notary Public

My Commission expires: 5/28/2006

STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 8<sup>th</sup> day of April, 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)

My Commission expires:

Eric R. Enstrom  
Notary Public

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
SUPPLEMENT NO. 1  
DATED MARCH 11, 2004**

**TTX Contract #T-4A03-F  
Trenton Lot # 9322**

**EQUIPMENT**

100 TTZX Cars marked 857075 through 857174 (both inclusive).

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