



ANTHONY J. BARTON
ASSISTANT VICE PRESIDENT FINANCE

RECORDATION NO. 25091 FILED

JUL 22 '04

4-08 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
TONY_BARTON@TTX.COM

July 21, 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 dated as of June 17, 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
68' flat car with bulkheads	FB	600	TTPX	804900-804999 806000-806499

Mr. Vernon A. Williams
Page Two
July 21, 2004

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 600, 68' flat cars with bulkheads designed for 286,000 lb. gross rail load; TTPX, numbered 804900-804999 and 806000-806499."

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

k:\rsere\letters\filings\willimtren0704.doc

RECORDATION NO. 25091 FILED

JUL 22 '04

4-08 PM

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of June 17, 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 June 17, 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: Norman M. Webb
Vice President

TTX COMPANY

By: J. D. Mann
Vice President and Chief Financial Officer

STATE OF OREGON)
)SS:
COUNTY OF CLACKAMUS)

On this 8th day of July, 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.



Janet E. Germer
Notary Public

(SEAL)

My Commission expires: 5/28/2006

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 21st day of July, 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.



Eric R. Enstrom
Notary Public

(SEAL)

My Commission expires: 9/10/07

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED JUNE 17, 2004**

**TTX Contract T-4B03-F
TRENTON WORKS Lot# 56-9323**

EQUIPMENT

600 TTPX Cars marked 804900 through 804999 (both inclusive)
and 806000 through 806499 (both inclusive).

m:\contracts\trenton\memot4b03f.doc