



RECORDATION NO. 24853-1 FILED

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

ANTHONY J. BARTON
ASSISTANT VICE PRESIDENT - FINANCE

AUG 02 '04

2-20 PM

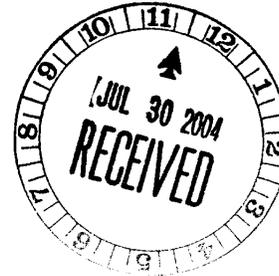
DIRECT LINE (312) 984-3824
FAX (312) 984-3855

SURFACE TRANSPORTATION BOARD

July 29, 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 April 14, 2004.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of March 2, 2004, recorded on March 12, 2004, recordation number 24853.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Seller: Trinity Rail Group, LLC (Manufacturer)
One Tower Lane, Suite 2900
Oakbrook Terrace, IL 60181

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	200	DTTX	729464-729663

Mr. Vernon A. Williams
Page Two
July 29, 2004

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 200
three-unit articulated double stack well cars with 53 foot wells; DTTX, numbered
729464-729663."

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. Sartor". The signature is written in black ink and is positioned below the typed name "Anthony J. Sartor".

Enclosures

k:\rsere\letters\filings\willimtrin0704a.doc

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 1 dated as of April 14, 2004, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Trinity Rail Group, L.L.C., a Delaware corporation, with an address at Oakbrook Terrace Tower, One Tower Lane, Suite 2900, Oakbrook Terrace, Illinois 60181 (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 March 2, 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 March 12, 2004 at 2:12 PM, recordation number 24853.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of April 14, 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").

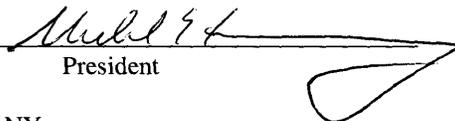
WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

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.

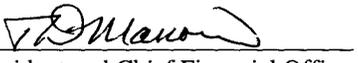
TRINITY RAIL GROUP, L.L.C.

By: 
President

RECORDATION NO. 24853-0 FILED

AUG 02 '04 2-20 PM

TTX COMPANY

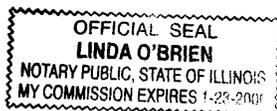
By: 
Vice President and Chief Financial Officer

SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS)
)SS:
COUNTY OF DUPAGE)

On this 28th day of July, 2004 before me personally appears Michael E. Flannery, to me personally known, who by me duly sworn, says that he is President of Trinity Rail Group, LLC (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.



Linda O'Brien
Notary Public

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 27th 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.



(SEAL)

Eric R. Enstrom
Notary Public

My Commission expires:

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
SUPPLEMENT NO. 1
DATED APRIL 14, 2004**

**TTX Contract #T-3003-P
Trinity Lot # 2921**

EQUIPMENT

200 DTTX Cars marked 729464 through 729663 (both inclusive).

k:\trsere\recordat\trinity\memo3003psupp.doc