TTX

ANTHONY J. BARTON
ASSISTANT VICE PRESIDENT - FINANCE

RECORDATION NO. 25243 FILED

OCT 1 5 '04 2-22 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

October 14, 2004

OCT 15 2004
RECEIVED

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 September 23, 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: 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	225	DTTX	729664-729888

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 225 three-unit articulated double stack well cars with 53 foot wells; DTTX, numbered 729664-729888."

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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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of September 23, 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, LLC, 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 September 23, 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.

TRINITY RAIL GROUP, LLC

By: _____
President

TTX COMPANY

By: _____
Vice President and Chief Financial Officer

STATE OF ILLINOIS)
)SS:
COUNTY OF DUPAGE)

On this 8th day of October, 2004, before me personally appears Martin Graham, 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.

OFFICIAL SEAL
LINDA O'BRIEN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 1-23-2006

Linda O'Brien
Notary Public

(SEAL)

My Commission expires: 1/23/06

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 12th day of October, 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.

"OFFICIAL SEAL"
Eric R. Enstrom
Notary Public, State of Illinois
My Commission Expires 9/10/2007

Eric R. Enstrom
Notary Public

(SEAL)

My Commission expires:

SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED SEPTEMBER 23, 2004

TTX Contract T-2004-P
TRINITY Lot# 2958

EQUIPMENT

225 DTTX Cars marked 729664 through 729888 (both inclusive).

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