



ANTHONY J. BARTON  
ASSISTANT VICE PRESIDENT - FINANCE

RECORDATION NO. 25354 FILED

DEC 17 '04 11-22 AM

SURFACE TRANSPORTATION BOARD

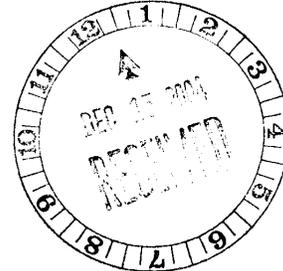
**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

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

December 14, 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 December 9, 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
60'-9" HQ Plate F Box Car	XM	200	TBOX	671200-671399

Mr. Vernon A. Williams  
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Enclosed is our check in the amount of \$32.00 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 200, 60'-9" HQ  
Plate F Box Cars; TBOX, numbered 671200-671399."

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 black ink, appearing to read "Anthony J. Barton". The signature is written in a cursive style with a long horizontal flourish extending to the right.

Enclosures

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**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of December 9, 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 December 9, 2004 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

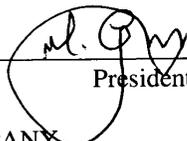
WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

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

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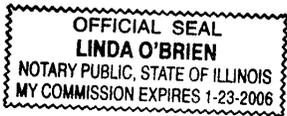
11-22 AM

SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS            )  
  )SS:  
COUNTY OF DUPAGE         )

On this 10<sup>th</sup> day of December, 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.



Linda O'Brien  
Notary Public

(SEAL)

My Commission expires: 1/23/06

STATE OF ILLINOIS            )  
  )SS:  
COUNTY OF COOK            )

On this 14<sup>th</sup> day of December, 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 DECEMBER 9, 2004**

**TTX Contract T-2A04-P  
TRINITY Lot# 2966**

**EQUIPMENT**

200 TBOX Cars marked 671200 through 671399 (both inclusive).