



RECORDATION NO. 25354A FILED

JUN 10 '05

3-08 PM

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

ANTHONY J. BARTON
ASSISTANT VICE PRESIDENT - FINANCE

SURFACE TRANSPORTATION BOARD

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

June 9, 2005

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 May 10, 2005.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of December 9, 2004, recorded on December 17, 2004, recordation number 25354.

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
66' Gondola Car 110T Plate B	GB	100	GONX	297300-297399

Mr. Vernon A. Williams
Page Two
June 9, 2005

Enclosed is our check in the amount of \$33.00 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
66' Gondola Car 110T Plate B; GONX, numbered 297300-297399."

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, reading "Anthony J. Barton", with a long horizontal flourish extending to the right.

Enclosures

k:\trserc\letters\filings\willimtrin0605.doc

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 1 dated as of May 10, 2005, 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 December 9, 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 December 17, 2004 at 11:22 AM, recordation number 25354.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of May 10, 2005, (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.

RECORDATION NO. 25354-A FILED

By: *[Signature]* JUN 10 '05 3-08 PM
President

TTX COMPANY

SURFACE TRANSPORTATION BOARD

By: *[Signature]*
Senior Vice President and Chief Financial Officer



STATE OF ILLINOIS)
)SS:
COUNTY OF DUPAGE)

On this 7 day of June, 2005 before me personally appears Max Grafan, to me personally known, who by me duly sworn, says that he is resident 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.

Vickie L. Probst
Notary Public

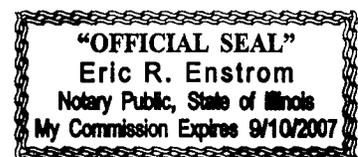
My Commission expires: 1-23-06



STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 3rd day of June, 2005, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Senior 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:



**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
SUPPLEMENT NO. 1
DATED MAY 10, 2005**

**TTX Contract #T-1005-P
Trinity Lot # 3008**

EQUIPMENT

100 GNTX Cars marked 297300 through 297399 (both inclusive).