



May 10, 2012

VIA FEDERAL EXPRESS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

RECORDATION NO. 30215 FILED

MAY 14 '12 -3 31 PM

SURFACE TRANSPORTATION BOARD

Dear Section Chief

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 April 19, 2012

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 Greenbrier-Concarril L L C (Manufacturer)
 One Centerpointe Drive, Suite 200
 Lake Oswego, OR 97035

The general description of the equipment is as follows

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
50'-6" HQ Plate F Box Car	XM	350	FBOX	506072-506421

Chief, Section of Administration
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Enclosed is our check in the amount of \$41 00 to cover filing fees

A short summary of this Agreement to appear in the Index is as follows

"Memorandum of Railcar Manufacturing Agreement covering 350, 50'-6" HQ Plate F
Box Cars, FBOX, numbered 506072-506421 "

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

Sincerely,

A handwritten signature in black ink, appearing to read "Karen Latham", with a long horizontal flourish extending to the right.

Karen N. Latham
Treasurer

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of April 19, 2012, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Greenbrier-Concarril L L C , a Delaware limited liability company, with an address at Suite 200, One Centerpointe Drive, Lake Oswego, Oregon 97035 (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 April 19, 2012 (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

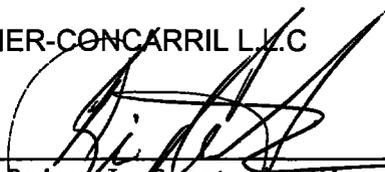
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written

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

GREENBRIER-CONCARRIL L.L.C

By



Brian J. Comstock, Vice President

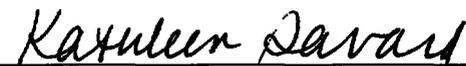
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SURFACE TRANSPORTATION BOARD

TTX COMPANY

By

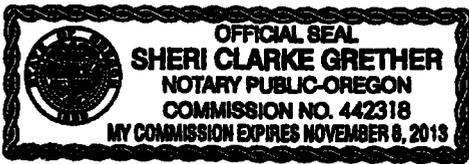


Vice President and Chief Financial Officer

STATE OF OREGON)
)SS
COUNTY OF CLACKAMAS)

On this 2nd day of May, 2012, before me personally appears Brian J. Constock, to me personally known, who by me duly sworn, says that he is Vice President of Greenbrier-Concarril 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



(SEAL)

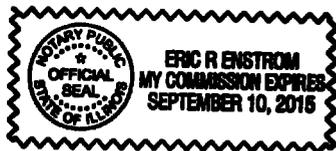
Sheri Clarke Grether
Notary Public

My Commission expires November 8, 2013

STATE OF ILLINOIS)
)SS
COUNTY OF COOK)

On this 10th day of May, 2012 before me personally appears Kathleen M Savard, to me personally known, who by me duly sworn, says that she 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 she 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 9/10/15

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED APRIL 19, 2012**

**TTX Contract T-4011-F
Greenbrier-Concarril Lot R40410**

EQUIPMENT

350 FBOX Cars marked 506072 through 506421 (both inclusive)