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SURFACE TRANSPORTATION BOARD



August 4, 2011

**VIA FEDERAL EXPRESS**

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

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 June 29, 2011.

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
Three-unit articulated double stack well cars with 53' wells.	FCA	240	DTTX	765750-765989



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 240 three-unit articulated double stack well cars with 53 foot wells; DTTX, numbered 765750-765989."

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'. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Karen N. Latham  
Treasurer

Enclosures

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**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of June 29, 2011, 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 June 29, 2011 (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:  \_\_\_\_\_  
Vice President

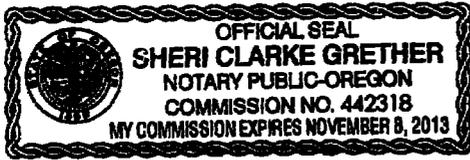
TTX COMPANY

By:  \_\_\_\_\_  
Vice President and Chief Financial Officer

STATE OF OREGON )  
 )SS:  
COUNTY OF CLACKAMAS )

On this 3rd day of August, 2011 before me personally appears Brian Constock, to me personally known, who by me duly sworn, says that he is a Vice President of Greenbrier-Concord, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Sole Manager, 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.



Sheri Clarke Grether  
Notary Public

My Commission expires: November 8, 2013

STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 4th day of August, 2011 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 act and deed of the said Company.

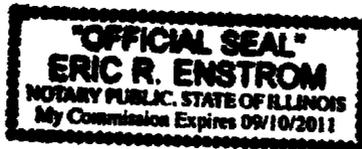
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Eric R. Enstrom  
Notary Public

(SEAL)

My Commission expires:

9/10/11



**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
DATED JUNE 29, 2011**

**TTX Contract T-1011-F  
Greenbrier-Concarril Lot R40320**

**EQUIPMENT**

240 DTTX Cars marked 765750 through 765989 (both inclusive).

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