

SEP 10 '12 -4 28 PM

SURFACE TRANSPORTATION BOARD



September 7, 2012

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 August 16, 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: Trinity North American Freight Car, Inc. (Manufacturer)
 2525 Stemmons Freeway
 Dallas, Texas 75207

The general description of the equipment is as follows:

| TYPE | AAR MECHANICAL DESIGNATION | NO. OF UNITS | MARKED | NUMBERED |
|--|----------------------------|--------------|--------|---------------|
| 89' low level flat cars for tri-level autorack service | FA | 1,229 | ETTX | 703015-704243 |

Chief, Section of Administration
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Enclosed is our check in the amount of \$42.00 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 1,229, 89' low level flat cars for tri-level autorack service; ETTX, numbered 703015-704243."

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,



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 August 16, 2012, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Trinity North American Freight Car, Inc., a Delaware corporation, with an address at 2525 Stemmons Freeway, Dallas, Texas 75207 (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 August 16, 2012 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

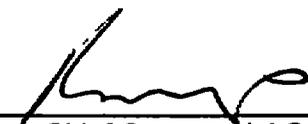
WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

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.

TRINITY NORTH AMERICAN FREIGHT CAR, INC.

By: 
Chief Commercial Officer VICE PRESIDENT

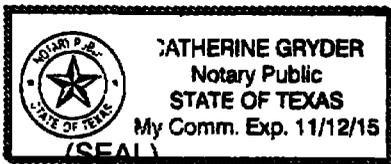
TTX COMPANY

By: 
Vice President and Chief Financial Officer

STATE OF TEXAS)
)SS.
COUNTY OF DALLAS)

On this 28th day of August, 2012, before me personally appears Roger Winkler, to me personally known, who by me duly sworn, says that he is Bob Roberts of Trinity North American Freight Car, Inc. (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.



Katherine Gryder
Notary Public

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 7th day of September, 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.



Eric R. Enstrom
Notary Public

My Commission expires:

9/10/15

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED AUGUST 16, 2012**

**TTX Contract T-4011-P
TRINITY Lot# F11060**

EQUIPMENT

1,229 ETTX Cars marked 703015 through 704243 (both inclusive).