

RECORDATION NO. 32081-A FILED

October 24, 2016

OCT 27 2016 -9 :35 AM

VIA FEDERAL EXPRESS

SURFACE TRANSPORTATION BOARD

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 Amendment dated as of October 21, 2016.

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 without end bulkheads	FA	300	XTTX	146100-146399* ; 147190-147192 (*excluding 146109, 146144 and 146221)



Chief, Section of Administration
Page Two

Enclosed is our check in the amount of \$45.00 to cover filing fees.

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

"Memorandum of Railcar Manufacturing Agreement covering 300
89' flatcars without end bulkheads; XTTX, numbered 146100 through 146129* (both
inclusive), 146130 through 146249** (both inclusive), 146250 through 146279 (both
inclusive), 146280 through 146399 (both inclusive), 147190 through 147192 (both
inclusive), excluding car numbers 146109, 146144 and 146221.

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 'JPerez', with a large, sweeping flourish extending from the end of the signature.

Jonathan A. Perez
Assistant Treasurer

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT AMENDMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT AMENDMENT dated as of October 21, 2016, 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 January 14, 2016, (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 January 19, 2016 at 11:25 AM, recordation number 32081.

WHEREAS, the Parties have amended the Agreement by entering into Manufacturing Agreement Amendment No. 1, dated as of October 21, 2016, (the "Amendment") which changes the applicable car numbers the Manufacturer will manufacture and sell to the Purchaser to the equipment listed on Schedule 1 hereto (the "Equipment").

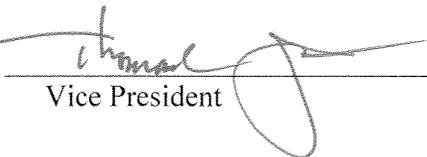
WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Amendment, 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 Amendment, 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: 
Vice President

TTX COMPANY

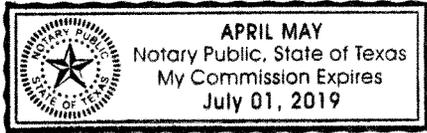
By: 
Vice President, Chief Financial Officer and Treasurer

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STATE OF TEXAS)
)SS:
COUNTY OF DALLAS)

On this 19th day of October, 2016, before me personally appears Thomas C. Jardine, to me personally known, who by me duly sworn, says that he is Vice President 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.



April May
Notary Public

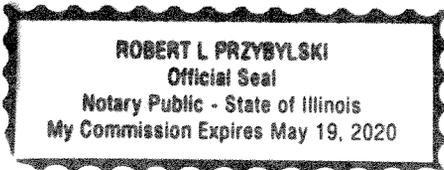
(SEAL)

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 21st day of October, 2016 before me personally appears Victoria A. Dudley, to me personally known, who by me duly sworn, says that she is the Vice President, Chief Financial Officer and Treasurer 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)

Robert L. Przybylski
Notary Public

My Commission expires:

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
AMENDMENT**

DATED October 21, 2016

**TTX Contract T-2B15-P
TRINITY Lot# F15047, F15047A-D**

EQUIPMENT

- 29 XTTX Cars marked 146100 through 146129* (both inclusive).
- 118 XTTX Cars marked 146130 through 146249** (both inclusive).
- 30 XTTX Cars marked 14250 through 146279 (both inclusive).
- 120 XTTX Cars marked 146280 through 146399 (both inclusive).
- 3 XTTX Cars marked 147190 through 147192 (both inclusive).

*Excluding car number 146109

** Excluding car number 146144 and 146221