

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
PHONE (202) 393-2266
FAX 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
Website: www.alvordlaw.com

MARK C. ALVORD (0000)
ELLIOTT C. ALVORD (0000)
ROBERT W. ALVORD (0000)

September 6, 2016

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Manufacturing Agreement Amendment dated as of September 6, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Manufacturing Agreement previously filed with the Board under Recordation Number 32270.

The names and addresses of the parties to the enclosed document are:

Purchaser:	TTX Company 101 North Wacker Drive Chicago, IL 60606
Manufacturer:	Gunderson LLC 4350 NW Front Avenue Portland, OR 97210

A description of the railroad equipment covered by the enclosed document is:

160 railcars: DTTX 767103 - DTTX 767262 (inclusive).

Chief, Section of Administration
September 6, 2016
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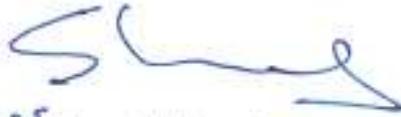
A short summary of the document to appear in the index is:

Memorandum of Railcar Manufacturing Agreement Amendment.

Also enclosed is a check in the amount of \$45.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT AMENDMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT AMENDMENT dated as of SEPTEMBER 6, 2016, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Gunderson LLC, an Oregon limited liability company, with an address at 4350 NW Front Avenue, Portland, Oregon 97210 (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 July 20, 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 July 28, 2016 at 04:43 PM, recordation number 32270.

WHEREAS, the Parties have amended the Agreement by entering into Manufacturing Agreement Amendment No. 1, dated as of SEPTEMBER 6, 2016, (the "Amendment") which modifies the 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.

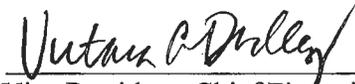
IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

Gunderson LLC

By: 

Senior Vice President

TTX COMPANY

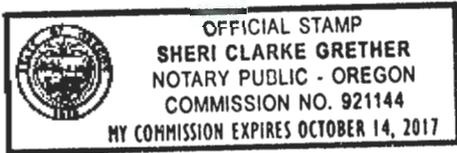
By: 

Vice President, Chief Financial Officer and Treasurer

STATE OF OREGON)
)SS:
COUNTY OF CLACKAMAS)

On this 2nd day of September, 2016, before me personally appears Martin R. Baker, to me personally known, who by me duly sworn, says that he is Senior Vice President of Gunderson 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)

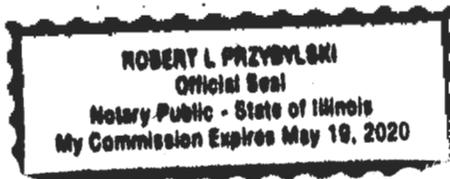
Sheri Clarke Grether
Notary Public

My Commission expires: October 14, 2017

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 6th day of SEPTEMBER, 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. Przybylowski
Notary Public

My Commission expires:

SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
AMENDMENT
DATED September 6, 2016

TTX Contract T-2016-F
GUNDERSON Lot# R20755

EQUIPMENT

160 DTTX Cars marked 767103 through 767262 (both inclusive).

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CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 6, 2016

Edward M. Luria

Edward M. Luria