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SURFACE TRANSPORTATION BOARD



September 27, 2013

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 September 27, 2013

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. Gunderson LLC (Manufacturer)
 4350 NW Front Avenue
 Portland, OR 97210

The general description of the equipment is as follows

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Five-unit articulated double stack well cars with 40' wells	FCA	204	DTTX	759393-759596

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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 covering 204 five-unit articulated double stack well cars with 40 foot wells, DTTX, numbered 759393-759596."

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,



Victoria A. Dudley
Vice President, Chief Financial Officer and
Treasurer

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of SEPTEMBER 27, 2013, 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 SEPTEMBER 27, 2013 (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

GUNDERSON LLC

By: Robert Hickey

TTX COMPANY

By: Victoria A. Dorley

Vice President and Chief Financial Officer

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED SEPT. 27, 2013**

**TTX Contract T-2A13-F
Gunderson Lot R20655**

EQUIPMENT

204 DTTX Cars marked 759392 through 759596 (both inclusive).