TTX

THOMAS D. MARION
TREASURER

RECORDATION NO. 21133-D, E FILED

JUN 24 '98 10-50 AM

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

Counterpart - K. Bartman

June 18, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECEIVED
SURFACE TRANSPORTATION BOARD
JUN 24 10 46 AM '98

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are three (3) fully executed copies of each of the following documents:

1) Manufacturer's Release dated as of April 3, 1998.
2) Manufacturer's Release dated as of April 24, 1998.
3) Manufacturer's Release dated as of May 29, 1998.
4) Manufacturer's Release dated as of June 11, 1998.

These Releases are secondary documents, supplementing both

- the Manufacturing Agreement dated as of December 11, 1997, and recorded on January 2, 1998 under recordation number 21133, and
- the Manufacturing Agreement dated as of January 15, 1998, and recorded on February 3, 1998 under recordation number 21200.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

National Steel Car Limited (Manufacturer)
602 Kenilworth Avenue North
Hamilton, Ontario L8N 3J4
CANADA

The general description of the equipment is as follows:

NO. OF UNITS	MARKED	TYPE	AAR MECHANICAL DESIGNATION	NUMBERED
1) 187	DTTX	3-unit drawbar-connected double-stack well car with 48' wells.	FC	27079, 27082-27159, 27161-27169, 27171-27172, 27365, 27376, 27389, 27392, 27395, 27400-27401, 27403, 27405-27484, 27486-27492, 27496, 27499.
1) 82	TTZX	73' 110-Ton Center beam cars	FBC	863350-863400, 863402-863409, 863411-863412, 863414, 863418-863419, 863422-863427, 863430, 863433-863434, 863437-863440, 863446, 863448, 863449, 863452, 863459.
2) 115	DTTX	3-unit drawbar-connected double-stack well car with 48' wells	FC	27160, 27170, 27173-27218, 27220-27224, 27226-27228, 27230, 27485, 27493-27495, 27497-27498, 27500-27534, 27551-27566, 27572.

2) 173	TTZX	73' 110-Ton Center beam cars	FBC	863401, 863410, 863413, 863415-863417, 863420-863421, 863428, 863429, 863431-863432, 863435-863436, 863441-863445, 863447, 863450-863451, 863453-863458, 863460, 863462-863495, 863497-863552, 863554-863586, 863591, 863593-863605, 863608-863609, 863612, 863614-863616, 863623.
3) 90	DTTX	3-unit drawbar-connected double-stack well car with 48' wells	FC	27219, 27225, 27229, 27231-27263, 27265-27271, 27567-27571, 27573-27580, 27624-27657.
3) 145	TTZX	73' 110-Ton Center beam cars	FBC	863461, 863496, 863553, 863587-863590, 863592, 863606-863607, 863611, 863613, 863617-863622, 863624-863732, 863734-863740, 863742-863748, 863750, 863752, 863753, 863756.
4) 66	DTTX	3-unit drawbar-connected double-stack well car with 48' wells	FC	27264, 27272-27300, 27302-27304, 27307, 27658-27684, 27686-27687, 27689-27691.
4) 100	TTZX	73' 110-Ton Center beam cars	FBC	863610, 863733, 863741, 863749, 863751, 863754-863755, 863757-863849.

Enclosed is our check in the amount of $104.00 to cover filing fees.

Once the filings have been made, please retain one copy of each and return the remaining stamped counterparts and transmittal letter copy to me.

Very truly yours,

TDM:mkh
Enclosures
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P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

RECORDATION NO 21133-D FILED

JUN 24 '98 10-50 AM

MANUFACTURER'S RELEASE

NATIONAL STEEL CAR LIMITED, the manufacturer named in certain Manufacturing Agreements dated as of December 11, 1997 and January 18, 1998, with TTX Company, which agreement have been filed and recorded with the Interstate Commerce Commission pursuant to Section 11301(a) of Title 49 of the United States Code on January 2, 1998 and February 3, 1998 respectively, and assigned recordation number 21133 & 21200 respectively, does hereby acknowledge receipt of all amounts due under said agreement in respect of, and does hereby release all of its right, title and interest in and to, the railroad equipment listed Schedule A hereto.

ATTEST

George Lock
Vice President - Finance

NATIONAL STEEL CAR LIMITED

By: John Marinucci
President & COO

CITY OF HAMILTON)
) SS:
PROVINCE OF ONTARIO)

On this 3rd day of April, 1998, before me personally appeared George Lock, to me personally known, who, by me being duly sworn, says that he is Vice President - Finance of National Steel Car Limited, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of 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 said company.

Notary Public
James Anthony Grant, Notary Public, Regional Municipality of Hamilton-Wentworth, limited to the attestation of instruments and the taking of affidavits for National Steel Car Limited. Expires May 1, 1998.

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SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE #32790

P.4070/97
DELIVERY OF 110 TON CENTER BEAM FLAT CAR

DATE ACCEPTED	TTZX: SERIES	TTZX: SERIES	TTZX: SERIES	TTZX: SERIES	QUANTITY	CUMULATIVE TOTAL
21-Mar-98	863350	863358	863362	863363	4	4
23-Mar-98	863353	863357	863361	863371		
	863377	863382			6	10
24-Mar-98	863356	863365	863367	863369		
	863370	863372	863373	863374		
	863375	863400			10	20
25-Mar-98	863351	863354	863364	863368		
	863376	863381	863383	863391		
	863392				9	29
26-Mar-98	863359	863379	863385	863386		
	863397	863398	863399		7	36
	863402	863406	863407	863408		
	863425				5	41
27-Mar-98	863355	863387	863394	863396		
	863422				5	46
	863352	863395	863404	863405		
	863409	863430			6	52
28-Mar-98	863388	863389	863403	863424		
	863426	863448			6	58
30-Mar-98	863384	863390	863393	863412		
	863418	863419	863423	863427		
	863434	863438	863439	863446	12	70
31-Mar-98	863360	863366	863378	863380		
	863411	863414	863433	863437		
	863440	863449	863452	863459	12	82

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SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE # 32791

P.4075/97
DELIVERY OF 3 UNIT DRAWBAR CONNECTED COFC WELL CAR

DATE ACCEPTED	DTTX: SERIES	DTTX: SERIES	DTTX: SERIES	DTTX: SERIES	QUANTITY	CUMULATIVE TOTAL
27-FEB-98						81
02-Mar-98	27079	27085	27084	27086		
	27089	27090			6	87
03-Mar-98	27082	27087			2	89
04-Mar-98	27088	27093	27094	27095	4	93
05-Mar-98	27091	27096	27097	27098		
	27099	27100			6	99
06-Mar-98	27092				1	100
08-Mar-98	27083				1	101
09-Mar-98	27102	27104	27108		3	104
10-Mar-98	27101	27103	27107	27109	4	108
11-Mar-98	27105	27106	27110	27111		
	27112	27113			6	114
12-Mar-98	27114	27116			2	116
13-Mar-98	27118	27120			2	118
	27115				1	119
14-Mar-98	27121				1	120
16-Mar-98	27117	27119	27122	27127		
	27129				5	125
17-Mar-98	27124	27130			2	127
18-Mar-98	27131	27132			2	129
	27125				1	130
19-Mar-98	27134	27136	27137		3	133
20-Mar-98	27123	27126	27135	27139	4	137
21-Mar-98	27128	27133			2	139
22-Mar-98	27138				1	140
23-Mar-98	27143	27148			2	142
23-Mar-98	27147				1	143
24-Mar-98	27140	27144	27145	27151	4	147
25-Mar-98	27146	27150	27153	27155	4	151
26-Mar-98	27149	27152	27154	27159		
	27161				5	156
27-Mar-98	27141	27142	27156		3	159
29-Mar-98	27164				1	160
30-Mar-98	27157	27158	27162	27163		
	27166	27167	27168		7	167
31-Mar-98	27165	27169	27172	27171	4	171
				Total	90	

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SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE # 32792

P.4095/97
DELIVERY OF 3 UNIT DRAWBAR CONNECTED COFC WELL CAR

DATE ACCEPTED	DTTX: SERIES	DTTX: SERIES	DTTX: SERIES	DTTX: SERIES	QUANTITY	CUMULATIVE TOTAL
01-Mar-98						62
02-Mar-98	27389	27403			2	64
03-Mar-98	27376 27410	27405	27407	27408	5	69
04-Mar-98	27401	27411	27412	27416	4	73
05-Mar-98	27418	27420			2	75
06-Mar-98	27392 27421	27406 27424	27413 27425	27415	7	82
08-Mar-98	27400	27409			2	84
09-Mar-98	27414 27434	27417	27419	27426	5	89
10-Mar-98	27422	27423	27428	27433	4	93
11-Mar-98	27437	27439			2	95
12-Mar-98	27427 37440	27430 27441	27435	37436	6	101
13-Mar-98	27429	27443			2	103
13-Mar-98	27431	37438	37448		3	106
14-Mar-98	27365	27432	27442		3	109
16-Mar-98	27447	27453	27454		3	112
17-Mar-98	27444 27455	27445 27459	27446	27449	6	118
18-Mar-98	27395 27458	27451	27456	27457	5	123
19-Mar-98	27452	27464			2	125
20-Mar-98	27450 27465	27460	27461	27462	5	130
21-Mar-98	27469	27490			2	132
22-Mar-98	27472				1	133
23-Mar-98	27467 27474	27468	27471	27473	5	138
24-Mar-98	27463	27478	27479	27480	4	142
25-Mar-98	27466	27475	27477	27481	4	146
26-Mar-98	27482	27486	27488		3	149
27-Mar-98	27470	27476	27483	27489	4	153
29-Mar-98	27484				1	154
30-Mar-98	27487				1	155
31-Mar-98	27491	27492	27496	27499	4	159
				Total	97	