19168-L

MANUFACTURER'S RELEASE

NATIONAL STEEL CAR LIMITED, the manufacturer named in that certain Manufacturing Agreement dated as of December 1, 1994, and the Manufacturing Agreement Supplement #1 dated April 11, 1995 with TTX Company, which agreement has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on April 27, 1995 and assigned recordation number 19168-A, 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

Secretary

NATIONAL STEEL CAR LIMITED

By

David E. Poole
Vice President -
Finance

CITY OF HAMILTON)
) SS:
PROVINCE OF ONTARIO)

On this 5th day of June, 1995, before me personally appeared David E. Poole, to me personally known, who, by me being duly sworn, says that he is Vice President 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.

a:\P7135.mfg

CONTRACT T-5094-N
SCHEDULE A TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE #29457

DELIVERY OF CENTRE BEAM CARS

DATE ACCEPTED	TTXZ SERIES CAR NUMBER	TTXZ SERIES CAR NUMBER	DAILY QUANTITY	CUMULATIVE QUANTITY
16-May-95	862149	862155		
	862150	862159		
	862152	862160		
	862153	862161		
	862154	862162	10	10
17-May-95	862156	862165		
	862157	862166		
	862158	862167		
	862163	862169		
	862164	862170	10	20
18-May-95	862168	862175		
	862171	862176		
	862172	862177		
	862173	862178		
	862174	862179	10	30
19-May-95	862180	862186		
	862181	862188		
	862182	862189		
	862184	862190		
	862185	862191	10	40
23-May-95	862183	862195		
	862187	862196		
	862192	862199		
	862193	862200		
	862194	862201	10	50

CONTRACT T-5094-N
SCHEDULE A TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE #29457

DELIVERY OF CENTRE BEAM CARS

DATE ACCEPTED	TTXZ SERIES CAR NUMBER	TTXZ SERIES CAR NUMBER	DAILY QUANTITY	CUMULATIVE QUANTITY
24-May-95	862197	862205		
	862198	862208		
	862202	862209		
	862203	862210		
	862204	862211	10	60
25-May-95	862206	862215		
	862207	862218		
	862212	862219		
	862213	862220		
	862214	862221	10	70
26-May-95	862216	862226		
	862217	862227		
	862223	862228		
	862224	862229		
	862225	862230	10	80
29-May-95	862222	862235		
	862231	862236		
	862232	862239		
	862233	832240		
	862234	862241	10	90
30-May-95	862237	862245		
	862238	862246		
	862242	862247		
	862243	862248		
	862244	862251	10	100
31-May-95	862249	862255		
	862250	862256		
	862252	862260		
	862253	862261		
	862254	862262	10	110