

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

December 16, 1997

RECORDATION NO. 20774-C FILED

DEC 16 '97 12-20 PM

DEC 16 12 29 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Perh.
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated as of December 3, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Manufacturing Agreement previously filed with the Board under Recordation Number 20774.

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

Manufacturer: National Steel Car Limited
602 Kenilworth Avenue North
Hamilton, Ontario L8N 3J4
Canada

Company: TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached hereto.

Mr. Vernon A. Williams
December 16, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

TTX

CONTRACT T-2097N SUPPLEMENT #3
SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE #32,483

US DESTINATIONS

P.8860/97
DELIVERY OF ARTICULATED FLAT CARS

<u>DATE</u> <u>ACCEPTED</u>	<u>DTTX: SERIES</u>	<u>DTTX: SERIES</u>	<u>DTTX: SERIES</u>	<u>QUANTITY</u>	<u>TODATE</u>	<u>CUMULATIVE</u> <u>TOTAL</u>
20-Nov-97	400149 400175	400163	400174	4	60	167
21-Nov-97	400177 400181	400178	400180	4	64	171
22-Nov-97	400168 400183	400171	400182	4	68	175
24-Nov-97	400158	400179	400186	3	71	178
25-Nov-97	400169	400185	400187	3	74	181
26-Nov-97	400152 400176	400157 400189	400164	5	79	186
27-Nov-97	400184			1	80	187
28-Nov-97	400128 400200	400191	400194	4	84	191
01-Dec-97	400130 400195	400188 400196	400192	5	89	196

TTX

CONTRACT T-2097N SUPPLEMENT #3
SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE #32,483

US DESTINATIONS

P.8860/97
DELIVERY OF ARTICULATED FLAT CARS

<u>DATE</u> <u>ACCEPTED</u>	<u>DTTX: SERIES</u>	<u>DTTX: SERIES</u>	<u>DTTX: SERIES</u>	<u>QUANTITY</u>	<u>TODATE</u>	<u>CUMULATIVE</u> <u>TOTAL</u>
						107
03-Nov-97	400109 400113	400111 400116	400112 400119	6	6	113
04-Nov-97	400059 400120	400114	400117	4	10	117
05-Nov-97	400118 400123	400121	400122	4	14	121
06-Nov-97	400106 400125	400110	400115	4	18	125
07-Nov-97	400126 400127	400131	400135	4	22	129
10-Nov-97	400124 400134	400129 400137	400132	5	27	134
11-Nov-97	400133 400139	400136	400138	4	31	138
12-Nov-97	400141 400147	400142 400148	400146	5	36	143
13-Nov-97	400143 400156	400144	400154	4	40	147
14-Nov-97	400150 400155	400151	400153	4	44	151
17-Nov-97	400140 400160	400145 400162	400159	5	49	156
18-Nov-97	400161	400165	400167	3	52	159
19-Nov-97	400166 400173	400170	400172	4	56	163

MANUFACTURER'S RELEASE

RECORDATION NO. 20774-C FILED

DEC 16 '97 12-20 PM

NATIONAL STEEL CAR LIMITED, the manufacturer named in that certain Manufacturing Agreement dated as of June 23, 1997, with TTX Company, which agreement has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11301(a) of Title 49 of the United States Code on July 16, 1997 and assigned recordation number 20774, 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

NATIONAL STEEL CAR LIMITED

George Lock
George Lock
Vice President - Finance

By: John Marinucci
John Marinucci
President & Chief Operating Officer

CITY OF HAMILTON)
) SS:
PROVINCE OF ONTARIO)

On this 3rd day of December, 1997, 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.

James Anthony Grant
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.

TTX

CONTRACT T-2097N SUPPLEMENT #3
SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE #32,483

US DESTINATIONS

P.8860/97
DELIVERY OF ARTICULATED FLAT CARS

<u>DATE</u> <u>ACCEPTED</u>	<u>DTTX: SERIES</u>	<u>DTTX: SERIES</u>	<u>DTTX: SERIES</u>	<u>QUANTITY</u>	<u>TODATE</u>	<u>CUMULATIVE</u> <u>TOTAL</u>
03-Nov-97	400109 400113	400111 400116	400112 400119	6	6	107 113
04-Nov-97	400059 400120	400114	400117	4	10	117
05-Nov-97	400118 400123	400121	400122	4	14	121
06-Nov-97	400106 400125	400110	400115	4	18	125
07-Nov-97	400126 400127	400131	400135	4	22	129
10-Nov-97	400124 400134	400129 400137	400132	5	27	134
11-Nov-97	400133 400139	400136	400138	4	31	138
12-Nov-97	400141 400147	400142 400148	400146	5	36	143
13-Nov-97	400143 400156	400144	400154	4	40	147
14-Nov-97	400150 400155	400151	400153	4	44	151
17-Nov-97	400140 400160	400145 400162	400159	5	49	156
18-Nov-97	400161	400165	400167	3	52	159
19-Nov-97	400166 400173	400170	400172	4	56	163

TTX

**CONTRACT T-2097N SUPPLEMENT #3
SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE #32,483**

US DESTINATIONS

P.8860/97

DELIVERY OF ARTICULATED FLAT CARS

<u>DATE ACCEPTED</u>	<u>DTTX: SERIES</u>	<u>DTTX: SERIES</u>	<u>DTTX: SERIES</u>	<u>QUANTITY</u>	<u>TODATE</u>	<u>CUMULATIVE TOTAL</u>
20-Nov-97	400149 400175	400163	400174	4	60	167
21-Nov-97	400177 400181	400178	400180	4	64	171
22-Nov-97	400168 400183	400171	400182	4	68	175
24-Nov-97	400158	400179	400186	3	71	178
25-Nov-97	400169	400185	400187	3	74	181
26-Nov-97	400152 400176	400157 400189	400164	5	79	186
27-Nov-97	400184			1	80	187
28-Nov-97	400128 400200	400191	400194	4	84	191
01-Dec-97	400130 400195	400188 400196	400192	5	89	196