



THOMAS D. MARION
TREASURER

RECORDATION NO. 21133 - B
FILED

APR 24 '98

1-17 AM

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

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

VIA FEDERAL EXPRESS

April 23, 1998

APR 24 1 17 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

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

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed copies of the following documents:

Manufacturing Agreement Supplement No. 2 dated as of April 20, 1998.

This document is a secondary document, supplementing the Manufacturing Agreement dated as of December 11, 1997, recorded on January 2, 1998, recordation number 21133

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:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
3-unit All-Purpose drawbar-connected double-stack well car with 48' wells	FC	80	DTTX	430120-430199

Mr. Vernon A. Williams
Page Two

Enclosed is our check in the amount of \$26.00 to cover filing fees.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 80 3-unit All-Purpose drawbar-connected double-stack well car with 48' wells - DTTX, numbered 430120-430199."

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.

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.

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2, dated as of April 20, 1998, between NATIONAL STEEL CAR LIMITED (the "Manufacturer") and TTX COMPANY (the "Company").

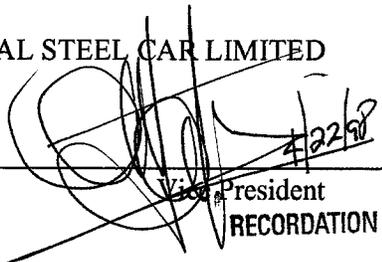
The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 11, 1997; which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on January 2, 1998 at 3:47 pm, recordation number 21133, which provides for the execution and delivery from time to time of supplements thereto, each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

NATIONAL STEEL CAR LIMITED

By: _____


Vice President

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1-17 PM

(CORPORATE SEAL)

ATTEST:


Assistant Secretary

TTX COMPANY

By: _____

Treasurer



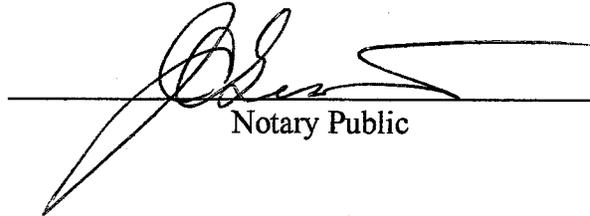
(CORPORATE SEAL)

ATTEST:


Secretary

STATE OF HAMILTON)
) SS:
PROVINCE OF ONTARIO)

On this 12th day of April, 1998, before me personally appeared MICHAEL R. FARRUGIA to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT of National Steel Car Limited; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

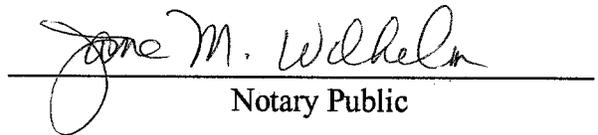
(NOTARIAL SEAL)

My Commission Expires 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.

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 20 day of April, 1998, before me personally appeared Thomas D. Marion, to me personally known, who being by me duly sworn, says that he is the Treasurer of TTX Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation 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 corporation.

“OFFICIAL SEAL”
JANE M. WILHELM
Notary Public, State of Illinois
My Commission Expires 3/14/2001



Notary Public

(NOTARIAL SEAL)

My Commission expires:

ANNEX A
 NATIONAL STEEL CAR LIMITED
 (Manufacturer)

TTX COMPANY
 (Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	Company Car <u>Numbers</u> (<u>Include</u>)	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of</u> <u>Delivery</u>	<u>Spec.</u> (<u>Contract</u> <u>Number</u>)
DTTX	80	430120-430199			July-Aug., '98	T-1098-N

ITEM 2: January 31, 1999

ITEM 3: To be determined

ITEM 4: 602 Kenilworth Avenue North
 Hamilton, Ontario
 Canada L8N 3J4

* Three-unit drawbar-connected All-Purpose Double-Stack Well Car with 48' wells. TTX Company Specification No. 68-43-011586, dated January 15, 1986, revised August 8, 1997, and TTX Supplementary Specification for Three-unit Drawbar-Connected COFC Double-Stack Well Car with 48' wells No. 68-91-940525 revised August 22, 1997. National Steel Car Limited Specification P-189 issued October 3, 1997.