TTX

THOMAS D. MARION
TREASURER

RECORDATION NO. 21200 FILED
JUN 24 '98 10-50 AM

B, C

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

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

Counter Parts – K Bartman

June 18, 1998

RECEIVED
SURFACE TRANSPORTATION BOARD
JUN 24 10 46 AM '01

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 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 ← B
3) Manufacturer's Release dated as of May 29, 1998. ← C
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. 21200-B 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 15, 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 24th 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 #32854

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

DATE ACCEPTED	TTZX: SERIES	TTZX: SERIES	TTZX: SERIES	TTZX: SERIES	QUANTITY	CUMULATIVE TOTAL
31-Mar-98						82
01-Apr-98	863401	863413	863415	863432		
	863436	863442	863444	863445		
	863451	863455	863456	863457	12	94
02-Apr-98	863410	863417	863420	863421		
	863435	863441	863443	863447		
	863453	863454	863458	863462		
	863467	863473			14	108
03-Apr-98	863416	863431	863465	863466		
	863469	863471	863472	863478		
	863479	863481	863484	863486	12	120
06-Apr-98	863428	863468	863474	863475		
	863476	863477	863482	863483		
	863485	863489	863492	863494	12	132
07-Apr-98	863460	863463	863464	863488		
	863490	863491	863493	863499		
	863502	863504	863505	863507	12	144
08-Apr-98	863450	863470	863480	863487		
	863495	863498	863500	863506		
	863508	863509			10	154
	863510	863511	863512		3	157
09-Apr-98	863501	863503	863515	863520		
	863530	863531	863534		7	164
	863514	863517	863519	863529		
	863532	863537			6	170
13-Apr-98	863497	863521	863522	863526		
	863527	863536	863539	863541		
	863542	863546	863548	863549	12	182
14-Apr-98	863513	863518	863533	863540		
	863543	863544	863550	863551		
	863552	863554	863556		11	193
15-Apr-98	863525	863535	863545	863547		
	863557	863558	863559	863560		
	863561	863564	863565		11	204
	863562	863563			2	206
16-Apr-98	863516	863528	863538	863555		
	863566	863570	863571	863572		
	863573	863574	863576	863577		
	863584	863585			14	220
17-Apr-98	863579	863580	863583	863599		
	863600	863601			6	226
	863429	863575	863578	863581		
	863598	863602			6	232
20-Apr-98	863523	863568	863569	863567		
	863582	863594	863595	863596		
	863597	863603	863623		11	243
	863524				1	244
21-Apr-98	863586	863591	863593	863604		
	863605	863608	863609	863612		
	863614	863615	863616		11	255
				TOTAL	173	

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SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE # 32855

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
31-Mar-98						171
01-Apr-98	27160	27170	27174	27178	4	175
02-Apr-98	27173	27177			2	177
03-Apr-98	27180				1	178
06-Apr-98	27176	27186	27188		3	181
07-Apr-98	27185	27190	27192		3	184
08-Apr-98	27175 27194	27179 27195	27182 27198	27191	7	191
09-Apr-98	27181 27200	27183	27196	27197	5	196
13-Apr-98	27184	27189	27199	27202	4	200
14-Apr-98	27193 27206	27203 27207	27204	27205	6	206
15-Apr-98	27208	27209	27211	27213	4	210
16-Apr-98	27210	27212	27214	27216	4	214
17-Apr-98	27215	27218	27220	27221	4	218
18-Apr-98	27187				1	219
20-Apr-98	27201 27228	27217	27222	27224	5	224
21-Apr-98	27223	27226	27227	27230	4	228
				Total	57	

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SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE # 32856

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
31-Mar-98						159
01-Apr-98	27494	27497	27502	27504	4	163
02-Apr-98	27500	27501	27506	27507		
	27508	27509			6	169
03-Apr-98	27493	27498	27512		3	172
06-Apr-98	27515				1	173
07-Apr-98	27495	27505	27503	27510		
	27516	27518	27520		7	180
	27511				1	181
08-Apr-98	27513	27517	27519	27522		
	27526				5	186
09-Apr-98	27514	27521	27524	27525	4	190
13-Apr-98	27523	27527	27529	27530	4	194
14-Apr-98	27531	27533			2	196
15-Apr-98	27485	27532			2	198
	27551	27552			2	200
16-Apr-98	27534	27554	27557	27559	4	204
17-Apr-98	27553	27556	27558	27565	4	208
18-Apr-98	27528	27561			2	210
20-Apr-98	27555	27562	27564		3	213
21-Apr-98	27560	27563	27566	27572	4	217
				Total	58	