



THOMAS D. MARION
TREASURER

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

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

0100 608055

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N. W.
Room 2303
Washington, D. C. 20423

April 25, 1995

RECORDATION NO. 19168-A FILED 1425

APR 27 1995 2 30 PM

Dear Mr. Williams:

INTERSTATE COMMERCE COMMISSION

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of April 11, 1995, a secondary document
supplementing the Manufacturing Agreement dated
as of December 1, 1994.

Parties to this transaction are as follows:

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

National Steel Car Limited (Manufacturer)
P. O. Box 2450
Hamilton, Ontario L8N 3J4
CANADA

APR 21 2 16 PM '95
LICENSING DIVISION

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
73 foot, 110-ton centerbeam flatcars	FBC	A) 675 B) 450	TTZX TTZX	862050 - 862724 862725 - 863174

Mr. Vernon A. Williams

Page Two

Enclosed is our check in the amount of \$21.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

Manufacturing Agreement dated December 1, 1994, recorded on January 10, 1995, recordation number ~~19168.~~

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

"Manufacturing Agreement Supplement No. 1 covering 675 73 foot, 110-ton centerbeam flatcars numbered 862050-862724, and 450 cars numbered 862725-863174."

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

P. S. Ms. Mildred Lee - As per your previous conversation, 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.



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/27/95

Office Of The Secretary

Thomas D. Marion
Treasurer
TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/27/95 at 2:20PM, and assigned recordation number(s) 19168-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100608065)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of April 11, 1995 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 1, 1994 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: 
S.R. Vice President

(Corporate Seal)

ATTESTATION:


Assistant Secretary

RECORDATION NO. 19168-A FILED 1426

APR 27 1995 - 2 30 PM

TTX COMPANY

By: 
Treasurer

(Corporate Seal)

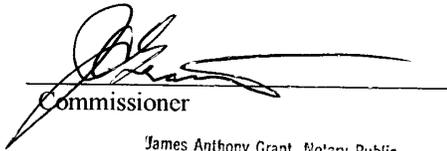
ATTESTATION:


Assistant Secretary

19168

CITY OF HAMILTON)
) SS.:
PROVINCE OF ONTARIO)

On this 24th day of APRIL, 1995, before me personally appeared A. WILSON
_____, to me personally known, who, being by me duly sworn, says that he is a
SR. 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.

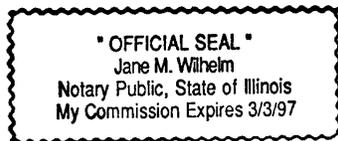

Commissioner

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.

(NOTARIAL SEAL)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 19 day of April, 1995, 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 they acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.




Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

NATIONAL STEEL CAR LIMITED
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
TTZX	A) 675 B) 450	862050-862724 862725-863174			May-Aug. '95 Aug.-Oct. '95	T-5094-N T-5A94-N

Item 2: A) November 30, 1995
B) February 28, 1996

Item 3: To be determined.

Item 4: P.O. Box 2450
Hamilton, Ontario L8N 3J4
CANADA

*73 foot, 110-Ton Center Beam Flatcars. TTX General Specification No. 68-43-011586, revised July 1, 1994 and TTX Supplemental Specification for 73 ft., 110-Ton Center Beam flatcars No. 68-109-940701 issued July 1, 1994, revised September 9, 1994. National Steel Car Specification P-058-1 revised July 8, 1994.