



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

THOMAS D. MARION
 TREASURER

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

August 23, 2000

VIA FEDERAL EXPRESS

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

RECORDATION NO. **22772-C** FILED

AUG 25 '00 2-53 PM

TS
 SURFACE TRANSPORTATION BOARD



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 documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement No. 3 dated as of August 8, 2000.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of January 28, 2000, recorded on February 16, 2000, recordation number 22772.

Parties to this transaction are as follows:

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

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

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Three-unit drawbar connected COFC double stack well cars with 53' wells.	FCA	100	DTTX	620547-620646

Mr. Vernon A. Williams

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August 23, 2000

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

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

"Memorandum of Railcar Manufacturing Agreement Supplement covering 100 three-unit drawbar connected COFC double stack well cars with 53 foot wells; DTTX, numbered 620547-620646."

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,



Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 3 dated as of August 8, 2000, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and National Steel Car Limited, a corporation organized under the laws of the Province of Ontario, with an address at 602 Kenilworth Avenue North, Hamilton, Ontario, Canada, L8N 3J4 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of January 28, 2000, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on February 16, 2000 at 3:13 PM, recordation number 22772.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 3, dated as of August 8, 2000, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

NATIONAL STEEL CAR LIMITED

By: *A. Oak*
Senior Vice President

TTX COMPANY

By: *T. Manno*
Treasurer



SURFACE TRANSPORTATION BOARD

AUG 25 '00 2-53 PM

RECORDATION NO. 22772-C FILED

CITY OF HAMILTON)
)SS:
PROVINCE OF ONTARIO)

On this 21st day of August, 2000 before me personally appears Al Wilson, to me personally known, who by me duly sworn, says that he is a Exec. Vice President of National Steel Car Limited (the "Company"), that the foregoing instrument was signed on behalf of the 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 the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

C. Wollaston

Notary Public

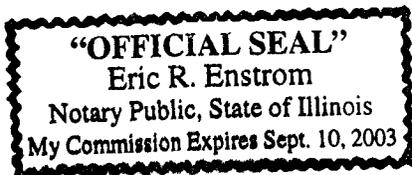
COLOMBA ANNE WOLLASTON, Notary Public,
Regional Municipality of Hamilton-Wentworth,
limited to the attestation of instruments and
the taking of affidavits for National Steel
Car Limited. Expires April 15, 2001.

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 23rd day of August, 2000, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

Eric R. Enstrom

Notary Public

My Commission expires:

9/10/03

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
SUPPLEMENT NO. 3
DATED AUGUST 8, 2000**

**TTX Contract #T-4B99-N
NSC Lot# P4805/00**

EQUIPMENT

100 DTTX Cars marked 620547 through 620646 (both inclusive).

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