TTX

RECORDATION NO. 23022-A FILED

ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

DEC 7 '00 4-46 PM

SURFACE TRANSPORTATION BOARD

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

DIRECT LINE (312) 984-3824
FAX (312) 984-3855

November 28, 2000

RECEIVED
29 2000
MAIL
MANAGEMENT
STB

VIA FEDERAL EXPRESS

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 documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement dated as of November 9, 2000.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of June 22, 2000, recorded on July 26, 2000, recordation number 23022.

Parties to this transaction are as follows:

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

Seller: Trenton Works Limited (Manufacturer)
Main Street, P.O. 130
Trenton, Nova Scotia
Canada, B0K 1X0

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
68' flat car with bulkheads	FB	200	TTPX	804700-804899

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 200, 68' flat cars with bulkheads designed for 286,000 lb. gross rail load; TTPX, numbered 804700-804899."

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. 1 dated as of November 9, 2000, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and TrentonWorks Ltd., a corporation organized under the laws of Canada, with an address at 34 Power Plant Road, P.O. Box 130, Trenton, Nova Scotia, Canada, B0K 1X0 (the "Manufacturer" and, together with the Purchaser, the "Parties").

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SURFACE TRANSPORTATION BOARD

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of June 22, 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 July 26, 2000 at 9:02 AM, recordation number 23022.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of November 9, 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.

TRENTON WORKS LTD

By: _____
Vice President

TTX COMPANY

By: _____
Vice President – Finance & Treasurer

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CITY OF TRENTON)
)SS:
PROVINCE OF NOVA SCOTIA)

On this 21 day of November, 2000 before me personally appears Gary MacGillivray, to me personally known, who by me duly sworn, says that he is a VP Marketing/Sales of Trenton Works Ltd (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.

R Barry Trenholm
Notary Public
R. BARRY TRENHOLM
A COMMISSIONER OF THE
SUPREME COURT OF NOVA SCOTIA

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 27th day of November, 2000, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President – Finance & 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.

"OFFICIAL SEAL"
Eric R. Enstrom
Notary Public, State of Illinois
My Commission Expires Sept. 10, 2003

Eric R. Enstrom
Notary Public

(SEAL)

My Commission expires:

9/10/03

SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
SUPPLEMENT NO. 1
DATED NOVEMBER 9, 2000

TTX Contract #T-4A00-F
Trenton Lot # 56-9283

EQUIPMENT

200 TTPX Cars marked 804700 through 804899 (both inclusive).

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