

RECORDATION NO. 23369-A FILED

MAR 30 '01 9-53 AM

TS  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

March 29, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Memorandum of Security Agreement Supplement, dated March 30, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Board under Recordation Number 23369.

The names and addresses of the parties to the enclosed document are:

Debtor:	TTX Company 101 North Wacker Drive Chicago, IL 60606
Secured Party:	Export Development Corporation 151 O'Connor Street Ottawa, Canada K1A 1K3

A description of the railroad equipment covered by the enclosed document is:

491 flatcars GTTX 995675 - GTTX 996165 and 190 double-stack well cars  
DTTX 620167 - 620356

Mr. Vernon A. Williams  
March 29, 2001  
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A short summary of the document to appear in the index follows:

Memorandum of Security Agreement Supplement between  
TTX Company, Debtor, and Export Development Corporation,  
Secured Party, covering 491 flatcars GTTX 995675 - GTTX  
996165 and 190 double-stack well cars DTTX 620167 - 620356.

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT dated as of March 30, 2001, between

TTX Company, a Delaware corporation (hereinafter called the Debtor),  
101 North Wacker Drive  
Chicago, Illinois 60606, U.S.A., and

EXPORT DEVELOPMENT CORPORATION, a corporation established by an Act of the Parliament of Canada (hereinafter called the Secured Party),  
151 O'Connor Street  
Ottawa K1A 1K3, Canada.

The Debtor and the Secured Party have entered into the Security Agreement dated as of January 31, 2001, and a supplement thereto, pursuant to which the Debtor granted to the Secured Party all of the Debtor's right, title and interest in certain railroad equipment. A memorandum of said Security Agreement has been recorded with the United States Surface Transportation Board on February 1, 2001, and assigned recordation number 23369.

The Debtor and the Secured Party are entering into another supplement, dated as of March 30, 2001, to said Security Agreement, pursuant to which the Debtor grants to the Secured Party all of the Debtor's right, title and interest in the property whether now existing or hereafter arising or acquired, and wherever located as more particularly described in Schedule 1 hereto, together with all substitutions, replacements, accessions and additions to the foregoing property, and (notwithstanding that power of sale is limited by agreement) whatever may be received upon sale, exchange or other disposition thereof including such receipts and proceeds in whatever form, including without limitation trades, exchanges, goods, money and all insurance proceeds payable by reason of loss of or damage to such property but excluding car hire, lease payments and similar proceeds from the use of such property by others.

The parties wish to show for the public record the security interest in the aforesaid property in favor of the Secured Party, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

TTX COMPANY,

by: Thomas A. Maron

EXPORT DEVELOPMENT CORPORATION,

by: Sean Mitchell

by: Seax Mitchell  
Nicolaus Decisles

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SURFACE TRANSPORTATION BOARD

SCHEDULE 1

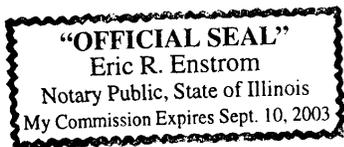
<u>Quantity</u>	<u>Description</u>	<u>Type</u>	<u>Road Numbers</u>
491	89-foot flatcar manufactured by Trenton Works Limited	GTTX	995675 - 996165
190	Three-unit double-stack well car manufactured by National Steel Car Limited	DTTX	620167 - 620356

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

On this 28<sup>th</sup> day of March, 2001, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Vice President-Finance and Treasurer of TTX COMPANY, and that the foregoing instrument was signed 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.

by: Eric R. Enstrom  
Notary Public

My commission expires



**NOTARIAL CERTIFICATE OF AFFIDAVIT OF EXECUTION**

I, Miguel Simard, a notary public in and for the Province of Ontario, Canada, duly appointed, commissioned and sworn, and practicing at 151 O'Connor Street, in the City of Ottawa, in the Province of Ontario, DO HEREBY CERTIFY that:

1. the attached instrument was duly executed on behalf of Export Development Corporation by Sean Mitchell, Financial Services Manager and Nicolas Delisle, Financial Services Manager of the Export Development Corporation at 151 O'Connor Street, Ottawa, Ontario, Canada; and
2. I know the said Sean Mitchell and Nicolas Delisle personally and attest that Sean Mitchell and Nicolas Delisle are both Financial Services Managers of the Export Development Corporation and that the signature "Sean Mitchell" on the instrument attached hereto is in the proper handwriting of Sean Mitchell and that the signature "Nicolas Delisle" on the instrument attached hereto is in the proper handwriting of Nicolas Delisle and that Sean Mitchell and Nicolas Delisle are duly authorized to sign the attached instrument on behalf of the Corporation.

IN TESTIMONY of which I have subscribed my name and affixed my notarial seal at the City of Ottawa, Province of Ontario, this 27<sup>th</sup> day of March, 2001.



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**MIGUEL SIMARD, Notary Public,**  
Province of Ontario, limited to the attestation  
of instruments and the taking of affidavits,  
for the Export Development Corporation.  
Expires September 6, 2003.