



**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

July 13, 2000



**VIA FEDERAL EXPRESS**

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

RECORDATION NO. 23022 FILED

JUL 26 '00 9-02 AM

**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 dated as of June 22, 2000.

This Agreement is a primary document.

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	300	TTPX	804400-804699

Mr. Vernon A. Williams  
Page Two  
July 13, 2000

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

There are no prior recordations pertaining to this Agreement.

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

"Memorandum of Railcar Manufacturing Agreement covering 300, 68' flat cars with bulkheads designed for 286,000 lb. gross rail load; TTPX, numbered 804400-804699."

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**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of June 22, 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").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of June 22, 2000 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

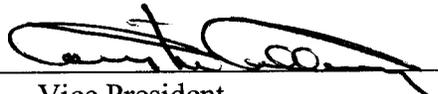
WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, 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 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

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TTX COMPANY

JUL 26 '00 9-02 AM

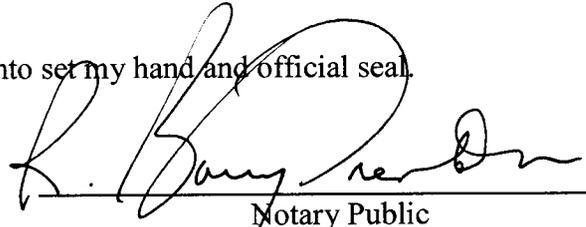
By:   
Treasurer

SURFACE TRANSPORTATION BOARD

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

On this 12 day of July, 2000, before me personally appears GARY MAC GILLIVRAY, to me personally known, who by me duly sworn, says that he is a V.P. MARKETING of TrentonWorks 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.

  
\_\_\_\_\_  
Notary Public

**D. BARRY TRENHOLM**  
A COMMISSIONER OF THE  
SUPREME COURT OF NOVA SCOTIA

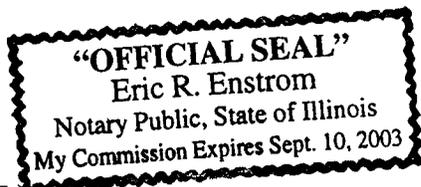
(SEAL)

My Commission expires:

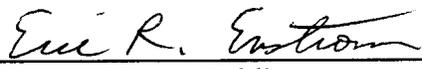
STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 13<sup>th</sup> day of July, 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.

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

(SEAL)

  
\_\_\_\_\_  
Notary Public

My Commission expires:

9/10/03

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
DATED JUNE 22, 2000**

**TTX Contract T-4C99-F  
TRENTON WORKS Lot# 56-9272**

**EQUIPMENT**

300 TTPX Cars marked 804400 through 804699 (both inclusive).

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