



ANTHONY J. BARTON
 DIRECTOR EQUIPMENT FINANCING &
 ASSISTANT TREASURER

TTX COMPANY
 101 NORTH WACKER DRIVE
 CHICAGO, ILLINOIS 60606
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May 29, 2001

VIA FEDERAL EXPRESS

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

RECORDATION NO. 23499 FILED

MAY 30 '01 10-57 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 April 18, 2001.

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: Kasgro Rail Corporation (Manufacturer)
 320 East Cherry Street
 New Castle, PA 16102

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
32 ft. loading deck, 340 ton depressed center heavy duty flat car	FC	2	QTTX	130653-130654

Mr. Vernon A. Williams
Page Two
May 29, 2001

Enclosed is our check in the amount of \$28.00 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 2, 32' loading deck
340 ton depressed center heavy duty flat cars; QTTX, numbered 130653-130654."

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,

A handwritten signature in cursive script, appearing to read "Anthony J. Butler".

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of April 18, 2001, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Kasgro Rail Corporation, a Pennsylvania corporation, with an address at 320 East Cherry Street, New Castle, Pennsylvania 16102 (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 April 18, 2001 (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.

KASGRO RAIL CORPORATION

By: [Signature]
Vice President

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TTX COMPANY

By: [Signature]
Vice President - Finance & Treasurer

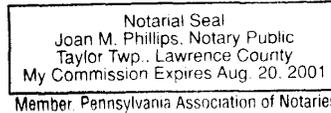
SURFACE TRANSPORTATION BOARD

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF LAWRENCE)

On this 23^d day of May, 2001, before me personally appears Jeffrey A. Platt, to me personally known, who by me duly sworn, says that he is Vice President of Kasgro Rail Corporation (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.

Joan M. Phillips
Notary Public



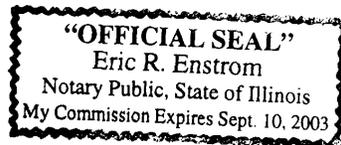
(SEAL)

My Commission expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 21st day of May, 2001 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.



(SEAL)

My Commission expires:

9/10/03

Eric R. Enstrom
Notary Public

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED APRIL 18, 2001**

**TTX Contract T-5000-K
KASGRO Lot# 2107**

EQUIPMENT

2 QTTX Cars marked 130653 through 130654 (both inclusive).