TTX

ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

RECORDATION NO. 24109-B FILED

NOV 1 5 '02 12-06PM

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 14, 2002

RECEIVED
NOV 15 2002
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 No. 2 dated as of November 7, 2002.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of September 4, 2002, recorded on September 17, 2002, recordation number 24109.

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
89'-4" flat car without end bulkheads for 286,000 lb. GRL	FC	100	XTTX	137300-137399

Enclosed is our check in the amount of $30.00 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, 89'-4" flat cars without end bulkheads designed for 286,000 lb. GRL; XTTX, numbered 137300-137399."

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. 2 dated as of November 7, 2002, 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 September 4, 2002, (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 September 17, 2002 at 12:39 PM, recordation number 24109.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 2, dated as of November 7, 2002, (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: _____
Vice President

TTX COMPANY

By: _____
Vice President – Finance and Treasurer

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SURFACE TRANSPORTATION BOARD

CITY OF HAMILTON)
)SS:
PROVINCE OF ONTARIO)

On this 12th day of November, 2002 before me personally appears Hugh Nicholson, to me personally known, who by me duly sworn, says that he is a 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, City of Hamilton-Wentworth, limited to the attestation of instruments and the taking of affidavits, for National Steel Car Limited. Expires April 15, 2004

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 13th day of November, 2002, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President – Finance and 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. 2
DATED NOVEMBER 7, 2002

TTX Contract #T-2002-N
NSC Lot P5050/02

EQUIPMENT

100 XTTX Cars marked 137300 through 137399 (both inclusive).

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