



ANTHONY J. BARTON
ASSISTANT VICE PRESIDENT - FINANCE

RECORDATION NO. 24702-K FILED

DEC 03 '04

4-01 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

December 2, 2004

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 three (3) fully executed counterparts of each of the following documents:

- 1) Manufacturer's Release dated as of March 1, 2004.
- 2) Manufacturer's Release dated as of March 15, 2004
- 3) Manufacturer's Release dated as of March 31, 2004
- 4) Manufacturer's Release dated as of April 14, 2004

These Releases are secondary documents, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of November 10, 2003, and recorded on November 19, 2003, under recordation number 24702. A Memorandum of Railcar Manufacturing Agreement Supplement dated December 19, 2003 was recorded on December 31, 2003, under recordation number 24702-A.

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

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The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
50'-6" HQ Plate F Box Car 110T	XM	1.) 54	FBOX	502400 502402- 502412 502414 502417- 502427 502429- 502435 502437- 502438 502440- 502442 502444- 502449 502451- 502458 502460- 502462 502464
		2.) 56		502401 502413 502450 502459 502463 502465- 502509 502511 502513- 502517
		3.) 60		502415- 502416 502428 502436 502439 502443 502510 502512 502518- 502563 502565- 502566 502568- 502571
		4.) 30		502564 502567 502572- 502599

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Enclosed is our check in the amount of \$128.00 to cover filing fees.

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

“Manufacturer’s Release, a secondary document supplementing the Memorandum of Railcar Manufacturing Agreement dated as of November 10, 2003, and recorded on November 19, 2003, recordation number 24702, covering 200 FBOX cars.”

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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RECORDATION NO. 24702-K FILED

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MANUFACTURER'S RELEASE

SURFACE TRANSPORTATION BOARD

NATIONAL STEEL CAR LIMITED, the manufacturer named in the Manufacturing Agreement Supp #1 dated as of December 19, 2003, with TTX Company, which has been filed and recorded with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the United States Code on December 31, 2003, and assigned recordation number 24702-A, does hereby acknowledge receipt of all amounts due under said supplement in respect of, and does hereby release all of its right, title and interest in and to, the railroad equipment listed Schedule A hereto.

ATTEST

NATIONAL STEEL CAR LIMITED

Cecil Mosselman
Cecil Mosselman
Secretary

By: Peter Kras
Peter Kras
Vice President Manufacturing Finance

CITY OF HAMILTON)

) SS:

PROVINCE OF ONTARIO)

On this 14th day of April, 2004 before me personally appeared Cecil Mosselman, to me personally known, who, by me being duly sworn, says that he is Secretary of National Steel Car Limited, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed 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.

C. Wollaston

Notary Public

COLOMBA ANNE WOLLASTON, Notary Public,
City of Hamilton, limited to the attestation
of instruments and the taking of affidavits,
for National Steel Car Limited.
Expires April 15, 2007

TTX

SCHEDULE "A" TO MANUFACTURE'S RELEASE, BILL OF SALE &
INVOICE #36129/ T3O03N Supplement #1
P.5240
DELIVERY OF BOX CARS

<u>DATE</u> <u>ACCEPTED</u>	<u>FBOX</u> <u>SERIES:</u>	<u>FBOX</u> <u>SERIES:</u>	<u>FBOX</u> <u>SERIES:</u>	<u>FBOX</u> <u>SERIES:</u>	<u>QUANTITY</u>	<u>CUMULATIVE</u> <u>TOTAL</u>
09-Mar-04						170
10-Mar-04	502567 502575	502572	502573	502574	5	175
11-Mar-04	502578 502586	502580	502583	502584	5	180
12-Mar-04	502564 502589	502579	502582	502585	5	185
15-Mar-04	502588	502590	502591		3	188
16-Mar-04	502587	502592	502593		3	191
17-Mar-04	502596				1	192
18-Mar-04	502581 502599	502595	502597	502598	5	197
24-Mar-04	502577	502594			2	199
26-Mar-04	502576				1	200
					<u>30</u>	

CERTIFICATE OF INCUMBENCY

I, Cecil Mosselman, Secretary of National Steel Car Limited ("National") hereby certify under corporate seal that:

1. Each of the following persons is a duly elected or appointed and qualified officer of National and holds the office indicated opposite his name:

<u>Name</u>	<u>Office</u>
Mr. A. Donnelly	Vice President Corporate Finance
Mr. P. Kras	Vice President Manufacturing Finance
Mr. C. Mosselman	Secretary
Mr. H. Nicholson	Vice President Marketing & Sales

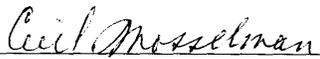
2. The following is a true copy of an extract from the by-laws of National now in effect as to execution of documents:

"(a) All writing (except writings made in the ordinary course of the corporation's business) requiring the signature of the corporation shall be signed:

- (i) by such person or persons as shall have been appointed
 - (ii) to sign the same by resolution of the board applying either to specific writings or to writings generally; or
- (ii) where no such resolution shall apply, by the chairman of the board or any vice-chairman of the board or the president or an executive vice-president or a vice-president or any director and, in addition, by the secretary or the treasurer or the comptroller or an assistant secretary or an assistant-treasurer or an assistant comptroller or any other vice-president or any other director; and when so signed will without more be binding upon the corporation.

- (b) The seal of the corporation may, when required or deemed desirable, be affixed to any writing as part of the execution thereof by the corporation."
- 3. The Manufacturing Agreement Supp #1 dated December 19, 2003 and Contract No. T-3003-N Supplement #1 dated October 31, 2003, thereto, between National and TTX Company were entered into as contracts in the ordinary course of business of National, which is the manufacture of railroad equipment.
- 4. The respective signature of the officers named in the foregoing paragraph (1) as the same appear on the Manufacturing Agreement and the Bills of Sale are the true signatures of such officers.

Dated This 14th Day Of April 2004.


Secretary