

TRANSWAY TRANSWAY

May 31, 1977

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The Chase Manhattan Bank, N. A.
1 New York Plaza
New York, New York 10015
and
Central National Bank in Chicago
120 South LaSalle Street
Chicago, Illinois

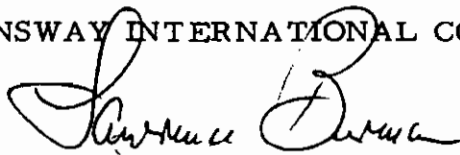
Gentlemen:

In accordance with a request of the New York Stock Exchange, we hereby authorize and direct you as Transfer Agents of the Capital Stock of Transway International Corporation ("Company") to place a stop transfer restriction against all shares of Capital Stock of the Company which are registered in the Company's name and not to permit the transfer of any such shares out of the name of the Company to another holder without the prior approval of the New York Stock Exchange. This restriction shall not be applicable to Treasury Shares which the Company advises you it proposes to transfer upon exercise of employee stock options; at the time of such requested transfer of Treasury Shares, the Company will deliver to you a written certification that the requested transfer is for the purpose of providing shares for delivery upon the exercise of such options and that such shares will be used for such purpose.

Very truly yours,

TRANSWAY INTERNATIONAL CORPORATION

BY:



Vice President - Law & Secretary

cc: New York Stock Exchange