

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 16, 1997

RECORDATION NO. 20889-D/E FILED

DEC 16 '97 11-30 AM

DEC 16 11 28 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*Part*

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of the following secondary documents, dated December 16, 1997: Memorandum of Lease Supplement No. 2 and Memorandum of Equipment Trust Agreement Supplement No. 1.

The enclosed documents relate to the Memorandum of Lease previously filed with the Board under Recordation Number 20889.

The names and addresses of the parties to the enclosed documents are:

D →

Memorandum of Lease

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Lessor: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21202

Mr. Vernon A. Williams  
December 16, 1997  
Page 2



Memorandum of Equipment Trust

Security Trustee: First Security Bank, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Owner Trustee: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg  
Enclosures

Schedule A

TTX Company  
Lease No. 45A

2nd closing on December 16, 1997

AmSouth

Builder/ Car Type	Quantity		Car Numbers	Delivery Period	Contract
	Cars	Platforms			
<u>Gunderson Inc.</u> Five-unit articulated 48' double-stack well cars for carrying containers- DTTX.	17	85	750048, 750055-750070.	Oct.'97	T-2A97-F
<u>National Steel Car Limited</u> Three-unit articulated 48' all-purpose double-stack well cars for carrying containers or trailers- DTTX.	44	132	400004-400006, 400009,400012, 400021, 400023-400025, 400029-400063.	Oct.-Nov.'97	T-2097-N
<u>Trinity Industries, Inc.</u> Five-unit articulated 53-foot all-purpose spine flatcars with retractable hitches for carrying containers or trailers up to 53' long- TTAX.	8Z	435	555033-555068, 555154-555204.	Oct-Nov, '97	T-2097-P
<b>Total</b>	<u>148</u>	<u>652</u>			

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 (NO. 45-A)  
dated December 16, 1997, by TTX COMPANY, a Delaware corporation, as  
lessee, and THE FIRST NATIONAL BANK OF MARYLAND, not in its  
individual capacity but solely as trustee of TTX LEASE 45-A TRUST, a  
Maryland trust, as lessor.

The undersigned have entered into that certain Lease of Railroad  
Equipment (No. 45-A) dated as of September 1, 1997 for a term ending on  
January 2, 2020, subject to early termination and renewal on the terms and  
conditions set forth in said Lease of Railroad Equipment.

A memorandum of said Lease of Railroad Equipment has been  
filed with the Surface Transportation Board pursuant to Section 11301 of Title 49  
of the United States Code on September 29, 1997, at 12:36p.m., recordation  
number 20889.

The undersigned have entered into that certain Lease Supplement  
No. 2 (No. 45-A) dated December 16, 1997, whereby the terms and provisions of  
the above-referenced Lease of Railroad Equipment are made applicable to the  
railroad equipment listed in Schedule A hereto, and wish to show for the public  
record the interest of The First National Bank of Maryland, not in its individual  
capacity but solely as trustee for TTX Lease 45-A Trust, a Maryland trust, as  
owner and lessor of said equipment, and the interest of TTX Company as lessee  
thereof.

RECORDATION NO. 20889-D FILED

DEC 16 '97

11-30AM

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX COMPANY

By:   
Name: Thomas D. Marion  
Title: Treasurer

THE FIRST NATIONAL BANK OF  
MARYLAND,  
not in its individual capacity,  
but solely as trustee of  
TTX LEASE 45-A TRUST

By: \_\_\_\_\_  
Name:  
Title:

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this 11th day of December, 1997, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that the foregoing instrument was signed 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.

 Jane M. Wilhelm  
Notary Public  
(Seal)

My commission expires

STATE OF MARYLAND )  
 ) SS.:  
COUNTY OF BALTIMORE )

On this 11th day of December, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is a \_\_\_\_\_ of THE FIRST NATIONAL BANK OF MARYLAND, that said instrument was signed on behalf of said association 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 association.

\_\_\_\_\_  
Notary Public  
(Seal)

My commission expires

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized.

TTX COMPANY

By \_\_\_\_\_  
Name: Thomas D. Marion  
Title: Treasurer

THE FIRST NATIONAL BANK OF  
MARYLAND,  
not in its individual capacity but solely  
as trustee of TTX LEASE 45-A TRUST,

By Robert D. Brown  
Name: Robert D. Brown  
Title: Assistant Vice President

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this \_\_\_\_ day of December, 1997, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that the foregoing instrument was signed 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.

\_\_\_\_\_  
Notary Public  
(Seal)

My commission expires

STATE OF MARYLAND )  
 ) SS.:  
COUNTY OF BALTIMORE )  
CITY *and*

On this 15th day of December, 1997, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Assistant Vice President of THE FIRST NATIONAL BANK OF MARYLAND, that said instrument was signed on behalf of said association 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 association.

*Richard J. Hardy*  
\_\_\_\_\_  
Notary Public  
(Seal) *Richard J. Hardy, Notary Public*  
*Montgomery County*  
*State of Maryland*  
*My Commission Expires Sept. 16, 1999*

My commission expires *9/13/99*

AmSouth

Schedule A  
 TTX Company  
 Lease No. 45A

2nd closing on December 16, 1997

Builder/ Car Type	Quantity		Car Numbers	Delivery Period	Contract
	Cars	Platforms			
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