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

OF COUNSEL
URBAN A. LESTER

December 16, 1997

Part.

RECORDATION NO. 20889-D&E FILED

DEC 16 '97 11-30AM

Dec 16 11 28 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

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,

A handwritten signature in cursive script, appearing to read "R. Alvord", written over a horizontal line.

Robert W. Alvord

RWA/bg
Enclosures

Schedule A
 TTX Company
 Lease No. 45A

AmSouth

2nd closing on December 16, 1997

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.	87	435	555033-555088, 555154-555204.	Oct-Nov, '97	T-2097-P
Total	<u>148</u>	<u>652</u>			

MEMORANDUM OF EQUIPMENT TRUST AGREEMENT
SUPPLEMENT NO. 1 (NO. 45-A) dated December 16, 1997, by THE FIRST
NATIONAL BANK OF MARYLAND, not in its individual capacity but solely as
trustee for TTX LEASE 45-A TRUST, a Maryland trust, and FIRST SECURITY
BANK, NATIONAL ASSOCIATION, a national banking association.

The undersigned have entered into that certain Equipment Trust
Agreement (No. 45-A) dated as of September 1, 1997, pursuant to which
equipment trust certificates having a final maturity of January 2, 2014 (with
respect to Tranche 1) and July 2, 2019 (with respect to Tranche 2) are being
issued on the terms and conditions set forth in said Equipment Trust Agreement.

A memorandum of said Equipment Trust Agreement 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-A.

The undersigned have entered into that certain Equipment Trust
Agreement Supplement No. 1 (No. 45-A) dated December 16, 1997, whereby the
terms and provisions of the above-referenced Equipment Trust Agreement are
made applicable to the railroad equipment listed in Schedule A hereto, and wish
to show for the public record the security interest of First Security Bank, National
Association, security trustee thereunder, of all of the right, title, and 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, in and to (i) said equipment,
the bills of sale and manufacturers' warranties in respect thereof, all
improvements and additions now or hereafter made or affixed thereto (to the
extent of 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,
therein), and all cash and noncash proceeds therefrom and (ii) the Lease
Supplement No. 2 (No. 45-A) dated the date hereof between TTX Company and
The First National Bank of Maryland, not in its individual capacity but solely as
trustee for TTX Lease 45-A Trust, and all payments due or to become due
thereunder, excluding, however, interests in certain rights, payments, and
indemnities, as more fully set forth in said Equipment Trust Agreement.

RECORDATION NO. 20889-E 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 thereunto duly authorized:

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

FIRST SECURITY BANK,
NATIONAL ASSOCIATION,
as Security Trustee

By _____
Name:
Title:

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

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 the foregoing 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.

Michael Lefkowitz
Notary Public

Michael Lefkowitz, Notary Public
Montgomery County
State of Maryland
Commission Expires Sept. 13, 1999

My commission expires 9/13/99

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this ___ day of December, 1997, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is a _____ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that the foregoing 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

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:

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

By _____
Name:
Title:

FIRST SECURITY BANK,
NATIONAL ASSOCIATION,
as Security Trustee

By  _____
Name: **C. Scott Nielsen**
Title: **Vice President**

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

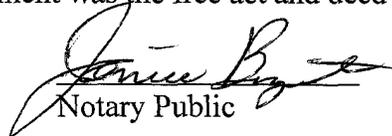
On this 11th day of December, 1997, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is a _____ of THE FIRST NATIONAL BANK OF MARYLAND, that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

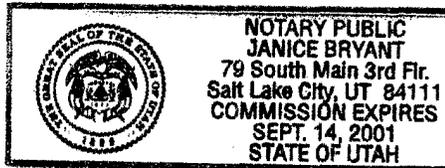
My commission expires

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this 11th day of December, 1997, before me personally appeared **C. Scott Nielsen**, to me personally known, who, by me being duly sworn, says that he is a **Vice President** of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that the foregoing 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

My commission expires



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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