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OF COURTESY
URBAN A. BOSTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 16 11 29 AM '97

December 16, 1997

RECORDATION NO. 20891-D & E FILED

DEC 16 '97 11-30AM

Quitz
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 20891.

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

E →

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

Norlease

Schedule A
TTX Company
Lease No. 45C
2nd closing on December 16, 1997

Builder/ Car Type	Quantity	Car Numbers	Delivery Period	Contract
Gunderson Inc. 73-foot center-partitioned bulkhead flatcars with winch tie-down devices for carrying packaged lumber products- TTZX.	70	70 856407-856476.	April '97	T-5096-F

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 (NO. 45-C)
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-C TRUST, a
Maryland trust, as lessor.

The undersigned have entered into that certain Lease of Railroad
Equipment (No. 45-C) 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 20891.

The undersigned have entered into that certain Lease Supplement
No. 2 (No. 45-C) 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-C Trust, a Maryland trust, as
owner and lessor of said equipment, and the interest of TTX Company as lessee
thereof.

RECORDATION NO. 20891-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-C 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-C 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)
CIT) SS.:
COUNTY OF BALTIMORE)
MIL

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 FMB TRUST COMPANY, NATIONAL ASSOCIATION, 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.

Michael Lefkowitz
Notary Public
(Seal)

My commission expires 9/13/99

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

Norlease

Schedule A
TTX Company
Lease No. 45C
2nd closing on December 16, 1997

Delivery Period
April '97

Contract
T-5096-F

Quantity
Cars Platforms

Car Numbers
70 856407-856476.

Builder/ Car Type
Gunderson Inc.
73-foot center-partitioned bulkhead
flatcars with winch tie-down
devices for carrying packaged
lumber products- TTZX.