

*Counter parts - K. Bartman*

*Primary*  
RECORDATION NO. 21479 FILED  
JUN 24 '98 10-50 AM

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OF COUNSEL  
URBAN A. LESTER

June 24, 1998

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

RECORDATION NO. 21479-A, B, C, D FILED  
JUN 24 '98 10-50 AM  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: TTX Lease 47-CO

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease, dated as of June 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents, and two (2) copies of the following secondary documents related thereto: Memoranda of Lease Supplement No. 1, Trust Indenture and Security Agreement, Trust Indenture and Security Supplement No. 1 and Lease Assignment.

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

Memoranda of Lease  
and Lease Supplement No. 1

Lessor: First Omni Bank, N.A.  
499 Mitchell Street  
Millsborough, Delaware 19966

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

Mr. Vernon A. Williams  
June 24, 1998  
Page 2

Memoranda of Trust Indenture and  
Security Agreement and Indenture Supplement No. 1

Owner Trustee: First Omni Bank  
499 Mitchell Street  
Millsborough, Delaware 19966

Security Trustee: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21201

Memorandum of Lease Assignment

Assignor: First Omni Bank  
499 Mitchell Street  
Millsborough, Delaware 19966

Assignee: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21201

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 \$130.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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. 47  
 Equipment List  
 June 23, 1998 closing

Comerica

Builder/Car Type	Quantity		Car Numbers	Price Per Car	Total Cost	Delivery Period
	Cars	Platforms				
<u>Gunderson Inc.</u> Five-unit 48-foot articulated double-stack well cars for carrying containers- DTTX.	85	425	750254-750338.	\$200,341.00	\$17,028,985.00	Feb-Apr., '98
	13	65	750502-750514.	200,342.00	2,604,446.00	Apr-May, '98
<u>National Steel Car Limited</u> Three-unit 48-foot drawbar-connected double-stack well cars for carrying containers- DTTX.	98	294	27001, 27003, 27004, 27007, 27011, 27013, 27016, 27020-27110.	144,714.00	14,181,972.00	Feb-May, '98
	77	231	27336-27412.	144,814.00	11,150,678.00	Jan-Apr., '98
	22	66	27624-27645.	139,525.00	3,069,550.00	Apr-May, '98
<u>Trinity Industries</u> Three-unit 53-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTAX.	42	126	355037-355078.	117,945.00	4,953,690.00	Feb-Apr., '98
Three-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTRX.	10	30	360070-360079.	137,187.00	1,371,870.00	April-May, '98
<b>Total</b>	<b>342</b>	<b>1,237</b>			<b>\$54,361,191.00</b>	

RECORDATION NO. 21477 FILED

JUN 24 '98

10-50 AM

MEMORANDUM OF LEASE (NO. 47-CO) dated as of June 24, 1998, by TTX COMPANY, a Delaware corporation, as lessee, and TTX LEASE 47-CO TRUST, a Delaware trust, as lessor.

The undersigned have entered into that certain Lease of Railroad Equipment (No. 47-CO) dated as of June 15, 1998, covering the railroad equipment listed in Schedule A hereto, for a term ending on January 15, 2019, subject to early termination and renewal on the terms and conditions set forth in said Lease of Railroad Equipment, and wish to show for the public record the interest of TTX Lease 47-CO Trust, a Delaware trust, as owner and lessor of said equipment, and the interest of TTX Company as lessee thereof.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers thereunto duly authorized:

TTX COMPANY

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

FIRST OMNI BANK, N.A., not in its individual capacity but solely as trustee of TTX LEASE 47-~~kd~~ TRUST,

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







Schedule A  
 TTX Company  
 Lease No. 47  
 Equipment List  
 June 24, 1998 closing

Builder/ Car Type	Quantity		Car Numbers	Price Per Car	Total Cost	Delivery Period
	Cars	Platforms				
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