

Counter parts - K. Bartman

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

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

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
JUN 21 10 50 AM '98
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
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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
 TX Company
 Lease No. 47
 Equipment List
 June 23, 1998 closing

Builder/ Car Type	Quantity		Car Numbers	Price Per Car	Total Cost	Delivery Period
	Cars	Platforms				
<u>Gundersen Inc.</u> Five-unit 48-foot articulated double- stack well cars for carrying containers- DTTX.	85	425	750254-750338. 750502-750514.	\$200,341.00 200,342.00	\$17,028,985.00 2,604,446.00	Feb.-Apr., '98 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
<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
Total	347	1,237			\$54,361,191.00	

RECORDATION NO. 21479-4
FILED

JUN 24 '98

10-50 AM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT SUPPLEMENT NO. 1 (NO. 47-CO) dated June 24, 1998, by TTX LEASE 47-CO TRUST, a Delaware trust, and THE FIRST NATIONAL BANK OF MARYLAND, a national banking association.

The undersigned have entered into that certain Trust Indenture and Security Agreement (No. 47-CO) dated as of June 15, 1998, pursuant to which equipment trust certificates having a final maturity of January 15, 2014 or January 15, 2019, as the case may be, are being issued on the terms and conditions set forth in said Trust Indenture and Security Agreement.

A memorandum of said Trust Indenture and Security Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

The undersigned have entered into that certain Trust Indenture and Security Agreement Supplement No. 1 (No. 47-CO) dated June 24, 1998, whereby the terms and provisions of the above-referenced Trust Indenture and Security 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 The First National Bank of Maryland, as security trustee thereunder, of all of the right, title, and interest of TTX Lease 47-CO Trust, a Delaware 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 TTX Lease 47-CO Trust, a Delaware trust, therein), and all cash and noncash proceeds therefrom and (ii) the Lease Supplement No. 1 (No. 47-CO) dated the date hereof between TTX Company and TTX Lease 47-CO 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 Trust Indenture and Security Agreement.

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

FIRST OMNI BANK, N.A.,
not in its individual capacity
but solely as trustee of
TTX LEASE 47-~~1A~~ TRUST

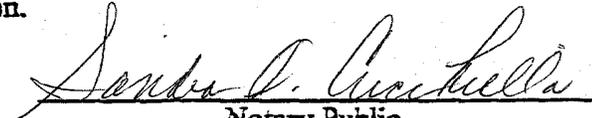
By: *Robert D. Brown*
Name: Robert D. Brown
Title: Assistant Vice President

THE FIRST NATIONAL BANK OF MARYLAND

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

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

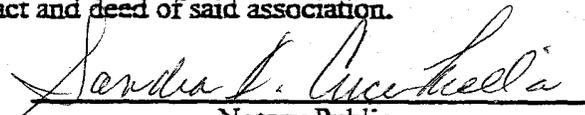
On this 23rd day of June, 1998, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Asst. Vice Pres. of FIRST OMNI BANK, N.A., that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

My commission expires 5/1/2002

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

On this 23rd day of June, 1998, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice Pres. 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 5/1/2002

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				
<u>Gunderson Inc.</u>						
Five-unit 48-foot articulated double-stack well cars for carrying containers- DTTX.	85	425	750254-750338. 750502-750514.	\$200,341.00 200,342.00	\$17,028,985.00 2,604,446.00	Feb.-Apr., '98 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, 27336-27412, 27624-27645.	144,714.00	14,181,972.00	Feb-May, '98
	77	231		144,814.00	11,150,678.00	Jan.-Apr., '98
	22	66		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
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