

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. 21480-EE G

FILED

SEP 21 '98

9-52 AM

September 21, 1998

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

Re: TTX Lease 47-FS

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: Memoranda of Lease Supplement No. 2, Trust Indenture and Security Agreement Supplement No. 2 and Lease Assignment.

The enclosed documents relate to the Lease Agreement previously filed with the Board under Recordation Number 21480.

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

Memorandum of
Lease Supplement No. 2

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

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

RECEIVED
SURFACE TRANSPORTATION BOARD
SEP 21 9 52 AM '98

Alvord - 9/21

Mr. Vernon A. Williams
September 21, 1998
Page 2

Memorandum of Trust Indenture and
Security Agreement Supplement No. 2

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

F → 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 \$78.00 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
 September 21, 1998 closing

Builder/ Car Type	Quantity			Car Numbers	Delivery Period
	Cars	Platforms			
<u>Gunderson Inc.</u> Five-unit 48-foot articulated double-stack well cars for carrying containers- DTTX.	12	60		750590-750601.	June-July, 1998
<u>National Steel Car Limited</u> Three-unit 48-foot all-purpose drawbar-connected double-stack well cars for carrying trailers or containers- DTTX.	4	12		430196-430199.	July, 1998
Three-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTRX.	74	222		370083-370110, 370112-370129, 370131-370134, 370136-370139, 370141-370158, 370160,370164.	July-August, 1998
<u>Trinity Industries</u> Three-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTRX.	124	372		360163-360187, 360432-360530.	June-August, 1998
Total	214	666			

RECORDATION NO. 21480-F
FILED
SEP 21 1998

9-52 AM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT SUPPLEMENT NO. 2 (NO. 47-FS) dated September 21, 1998, by TTX LEASE 47-FS 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-FS) dated as of June 15, 1998, pursuant to which equipment trust certificates having a final maturity of January 15, 2015 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.

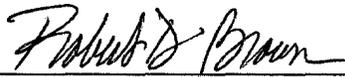
A memorandum of said Trust Indenture and Security Agreement has been filed with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on June 24, 1998, at 10:50a.m., recordation number 21480-A.

The undersigned have entered into that certain Trust Indenture and Security Agreement Supplement No. 2 (No. 47-FS) dated September 21, 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-FS 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-FS Trust, a Delaware trust, therein), and all cash and noncash proceeds therefrom and (ii) the Lease Supplement No. 2 (No. 47-FS) dated the date hereof between TTX Company and TTX Lease 47-FS 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 agreement to be duly executed by their respective officers thereunto duly authorized:

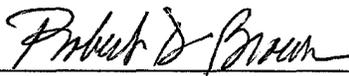
TTX LEASE 47-FS TRUST
by FIRST OMNI BANK, N.A.,
not in its individual capacity
but solely as trustee

Date: September 21, 1998

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

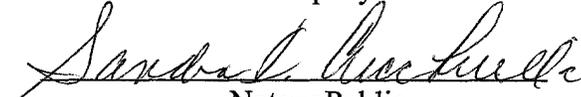
THE FIRST NATIONAL BANK OF
MARYLAND,
as Security Trustee

Date: September 21, 1998

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

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

On this 21st day of September, 1998, before me personally appeared Robert D. Brown, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of FIRST OMNI BANK, N.A., that the foregoing instrument was signed on behalf of said company on such day 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

My commission expires 5/1/2002

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

On this 21st day of September, 1998, before me personally appeared Robert D. Brown, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of THE FIRST NATIONAL BANK OF MARYLAND, that the foregoing instrument was signed on behalf of said company on such day 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

My commission expires 5/1/2002

1st Security

Schedule A
 TTX Company
 Lease No. 47
 Equipment List
 September 21, 1998 closing

Builder/ Car Type	Quantity		Car Numbers	Delivery Period
	Cars	Platforms		
<u>Gunderson Inc.</u> Five-unit 48-foot articulated double-stack well cars for carrying containers- DTTX.	12	60	750590-750601.	June-July, 1998
<u>National Steel Car Limited</u> Three-unit 48-foot all-purpose drawbar-connected double-stack well cars for carrying trailers or containers- DTTX.	4	12	430196-430199.	July, 1998
Three-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTRX.	74	222	370083-370110, 370112-370129, 370131-370134, 370136-370139, 370141-370158, 370160,370164.	July-August, 1998
<u>Trinity Industries</u> Three-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTRX.	124	372	360163-360187, 360432-360530.	June-August, 1998
Total	214	666		