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RECORDATION NO. 21480-E.F.G.  
FILED  
SEP 21 '98 9-52 AM

OF COUNSEL  
URBAN A. LESTER

September 21, 1998

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

SEP 21 9 52 AM '98

RECEIVED  
SURFACE TRANSPORTATION BOARD

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

*2 Counterparts - 9/21*

Mr. Vernon A. Williams  
September 21, 1998  
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Memorandum of Trust Indenture and  
Security Agreement Supplement No. 2

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

*a* → 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-slack 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-slack 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
<b>Total</b>	<b>214</b>	<b>666</b>			

RECORDATION NO. 21480 FILED G

SEP 21 '98

9-52 AM

MEMORANDUM OF LEASE ASSIGNMENT (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.

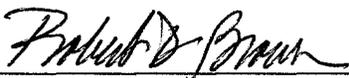
The undersigned have entered into that certain Trust Indenture and Security Agreement (No. 47-FS) dated as of June 15, 1998, covering the railroad equipment listed in Schedule A hereto, pursuant to which equipment trust certificates having a final maturity of January 15, 2015 or January 15, 2019, as the case may be, are being issued on the terms and conditions set forth in said Trust Indenture and Security Agreement, and wish to show for the public record the assignment thereunder to The First National Bank of Maryland, security trustee thereunder, of all of the right, title, and interest of TTX Lease 47-FS Trust, a Delaware trust, in and to the Lease of Railroad Equipment dated as of June 15, 1998, between TTX Company and TTX Lease 47-FS Trust in respect of such equipment, and all payments due and 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

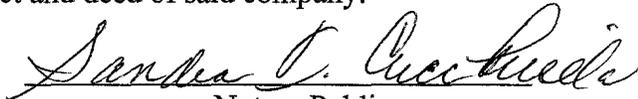
Date: September 21, 1998 By:   
Name: Robert D. Brown  
Title: Assistant Vice President

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

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