

*Counterpart to E. Bortman*

RECORDATION NO. 21481 FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

JUN 24 '98 10-50 AM

ELIAS C. ALVORD (1942)  
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20006-2973

OF COUNSEL  
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RECORDATION NO. 21481 FILED *A, B, C, D*

June 24, 1998

JUN 24 '98 10-50 AM

JUN 24 10 46 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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

Re: TTX Lease 47-FT

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

*Primary* → 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  
 TTX Company  
 Lease No. 47  
 Equipment List  
 June 23, 1998 closing

Fifth Third

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.	73	365	750339-750411.	\$200,341.00	\$14,624,893.00	Feb.-Apr., '98
	12	60	750515-750526.	200,342.00	2,404,104.00	Apr.-May, '98
<u>National Steel Car Limited</u>						
Three-unit 48-foot drawbar-connected double-stack well cars for carrying containers- DTTX.	88	264	27111-27198.	144,714.00	12,734,832.00	Feb.-May, '98
	68	204	27413-27480.	144,814.00	9,847,352.00	Jan.-Apr., '98
	20	60	27646-27665.	139,525.00	2,790,500.00	Apr.-May,'98
<u>Trinity Industries</u>						
Three-unit 53-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTAX.	38	114	355079-355116.	117,945.00	4,481,910.00	Feb.-Apr., '98
Three-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTRX.	8	24	360080-360087.	137,187.00	1,097,496.00	April-May, '98
<b>Total</b>	<b>307</b>	<b>1,091</b>			<b>\$47,981,087.00</b>	

MEMORANDUM OF LEASE (NO. 47-FT) dated as of ~~JUN~~ **JUN 24 '98**  
24, 1998, by TTX COMPANY, a Delaware corporation, as  
lessee, and TTX LEASE 47-FT TRUST, a Delaware trust, as  
lessor.

**10-50 AM**

The undersigned have entered into that certain Lease of Railroad Equipment (No. 47-FT) dated as of June 15, 1998, covering the railroad equipment listed in Schedule A hereto, for a term ending on July 15, 2020, 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-FT 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:

*FT*  
FIRST OMNI BANK, N.A., not in its individual capacity but solely as trustee of TTX LEASE 47-[ ] 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				
<u>Gundersen Inc.</u>						
Five-unit 48-foot articulated double-stack well cars for carrying containers- DITX.	73	365	750339-750411. 750515-750526.	\$200,341.00 200,342.00	\$14,624,893.00 2,404,104.00	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.	88	264	27111-27198. 27413-27480. 27646-27665.	144,714.00 144,814.00 139,525.00	12,734,832.00 9,847,352.00 2,790,500.00	Feb.-May, '98 Jan.-Apr., '98 Apr.-May, '98
<u>Trinity Industries</u>						
Three-unit 53-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTAX.	38	114	355079-355116.	117,945.00	4,481,910.00	Feb.-Apr., '98
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<b>Total</b>	<b>307</b>	<b>1,091</b>			<b>\$47,981,087.00</b>	