

Counterpart - K. Bartman

RECORDATION NO. 21482 FILED *Primary*

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JUN 24 '98

10-50 AM

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RECORDATION NO. 21482- A, B, C, D FILED

JUN 24 '98

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RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 24 10 46 AM '98

June 24, 1998

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

Re: TTX Lease 47-GE

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
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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

G.E.

Builder/Car Type	Quantity		Car Numbers	Price Per Car	Total Cost	Delivery Period
	Cars	Platforms				
National Steel Car Limited 73-foot center-partitioned bulkhead flatcars with winch tie-down devices for carrying packaged lumber products- TTZX.	500	500	863350-863849.	53,178.00	26,589,000.00	Mar.-May, '98
Total	500	500			<u>\$26,589,000.00</u>	

JUN 24 '98

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

The undersigned have entered into that certain Lease of Railroad Equipment (No. 47-GE) dated as of June 15, 1998, covering the railroad equipment listed in Schedule A hereto, for a term ending on January 15, 2021, 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-GE 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-[1] TRUST,
GF

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

G. E.

Builder/ Car Type	Quantity		Car Numbers	Price Per Car	Total Cost	Delivery Period
	Cars	Platforms				
<u>National Steel Car Limited</u> 73-foot center-partitioned bulkhead flatcars with winch tie-down devices for carrying packaged lumber products- TTZX.	500	500	863350-863849.	53,178.00	26,589,000.00	Mar.-May, '98
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