

DAVIS POLK & WARDWELL

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WASHINGTON, D.C. 20005

4, PLACE DE LA CONCORDE
75008 PARIS

1 FREDERICK'S PLACE
LONDON EC2R 8AB

RECORDED 18972
SEP 8 1994 9 00 AM

INTERNATIONAL INFORMATION
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CHIYODA-KU, TOKYO 100

MESSEURM
60308 FRANKFURT AM MAIN

3A CHATER ROAD
HONG KONG

WRITER'S DIRECT NUMBER:

0100359003

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SEP 8 1994 9 00 AM

September 8, 1994

Re: TTX Company - Lease (No. 42-B)

Dear Mr. Secretary:

We enclose counterparts of the documents described below for recordation pursuant to Section 11303 of Title 49 of the United States Code:

Memorandum of Lease dated as of September 8, 1994, a primary document;

Memorandum of Lease Assignment dated as of September 8, 1994, a secondary document related to the aforesaid memorandum of lease; and

Memorandum of Equipment Trust Agreement dated as of September 8, 1994, a primary document.

The names and addresses of the parties to the documents are as follows:

Memorandum of Lease:

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SEP 8 1994 9 00 AM

Lessee: TTX Company
101 North Wacker Drive
Chicago, Illinois

INTERNATIONAL INFORMATION

**Lessor and
Owner Trustee:** First Security Bank of Utah,
National Association, not in
its individual capacity but
solely as trustee for TTX
Lease 42-B Trust, a Utah trust
79 South Main Street
Salt Lake City, Utah 84111

*C. Cooper
Yardell, IV*

HONORABLE CLERK OF COURT
SEP 8 9 00 AM

Memorandum of Lease Assignment:

Assignee: First Security Bank of Idaho,
National Association
79 South Main Street
Salt Lake City, Utah 84111

Assignor: First Security Bank of Utah,
National Association, not in
its individual capacity but
solely as trustee for TTX
Lease 42-B Trust, a Utah trust
79 South Main Street
Salt Lake City, Utah 84111

Memorandum of Equipment Trust Agreement:

Trustee: First Security Bank of Idaho,
National Association
79 South Main Street
Salt Lake City, Utah 84111

Owner Trustee: First Security Bank of Utah,
National Association, not in
its individual capacity but
solely as trustee for TTX
Lease 42-B Trust, a Utah trust
79 South Main Street
Salt Lake City, Utah 84111

The equipment covered by the documents consists of the railroad equipment described in Schedule A attached to each of the aforesaid documents. Such equipment is marked with the reporting marks and road numbers of TTX Company listed in said schedule.

A fee of fifty-four dollars (\$54.00) is enclosed. Please return all counterparts not needed by you to the delivering messenger, for delivery to Virginia Quinn, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017.

A short summary of each document to appear in the index follows:

Memorandum of Lease dated as of September 8, 1994, between TTX Company, as lessee, and First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust, a Utah trust, as owner trustee and lessor, evidencing a Lease of Railroad

Equipment dated as of said date between said parties covering single-unit all-purpose double-stack container well cars, five-unit articulated all-purpose spine container flatcars with retractable hitches and four-unit drawbar-connected all-purpose double-stack container well cars, but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, having the road numbers of TTX Company listed in the schedule thereto.

Memorandum of Lease Assignment dated as of September 8, 1994, evidencing the assignment by First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust, a Utah trust, assignor, of the Lease of Railroad Equipment dated as of said date between TTX Company, lessee, and First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust, owner trustee and lessor, to First Security Bank of Idaho, National Association, assignee.

Memorandum of Equipment Trust Agreement dated as of September 8, 1994, between First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust, a Utah trust, as owner trustee and debtor, and First Security Bank of Idaho, National Association, trustee, evidencing the Equipment Trust Agreement dated as of said date between said parties covering single-unit all-purpose double-stack container well cars, five-unit articulated all-purpose spine container flatcars with retractable hitches and four-unit drawbar-connected all-purpose double-stack container well cars, but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, having the road numbers of TTX Company listed in the schedule thereto.

Very truly yours,



Virginia Quinn
Representative for TTX Company

Enclosures

RECORDS 18972

SEP 8 1994 -9 00 AM

MEMORANDUM OF LEASE dated as of September 8, 1994, by TTX COMPANY, a Delaware corporation, as lessee and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust, a Utah trust.

The undersigned have entered into that certain Lease of Railroad Equipment dated as of September 8, 1994, covering the railroad equipment listed in Schedule A hereto, for a term ending on July 1, 2013, 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 First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust, a Utah trust, as owner trustee and lessor of said equipment, and the interest of TTX Company as lessee thereof.

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

TTX COMPANY

By Thomas D. Marion
Name: Thomas D. Marion
Title: Treasurer

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, not in
its individual capacity but
solely as trustee for TTX Lease
42-B Trust

By _____
Name:
Title:

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

TTX COMPANY

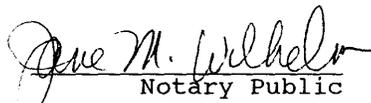
By _____
Name:
Title:

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, not in
its individual capacity but
solely as trustee for TTX Lease
42-B Trust

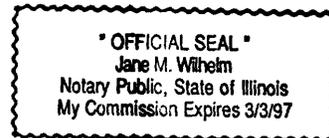
By  _____
Name: **Janeen R. Higgs**
Title: **Trust Administrator**

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 2nd day of September, 1994, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company 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
(Seal)

My commission expires



STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this ___ day of _____, 1994, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is a(n) _____ of First Security Bank of Utah, National Association, that said instrument was signed and sealed on behalf of said corporation 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 corporation.

Notary Public
(Seal)

My commission expires

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this _____ day of _____, 1994, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is _____ of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company 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

(Seal)

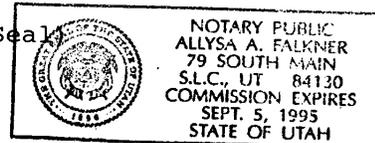
My commission expires

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this 31 day of August, 1994, before me personally appeared Janeen R. Higgs, to me personally known, who, by me being duly sworn, says that he is a(n) Trust Administrator of First Security Bank of Utah, National Association, that said instrument was signed and sealed on behalf of said corporation 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 corporation.

Allysa A. Falkner
Notary Public

(Seal)



My commission expires

TL42
08/26/94

KEYCORP LEASING

SCHEDULE A
TTX COMPANY
LEASE NO. 42B
DATED AS OF SEPTEMBER 8, 1994
CLOSING #1, ON SEPTEMBER 8, 1994

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC. SINGLE-UNIT ALL-PURPOSE DOUBLE- STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	15	15	456448-456462.	JUNE-JULY, '94	T-3893-F
JOHNSTOWN AMERICA CORPORATION FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	1 4 8	5 20 40	653931. 653962-653965. 654029-654036.	MARCH, '94 MARCH, '94 APRIL, '94	T-2093-B T-3093-B T-3093-B
NATIONAL STEEL CAR LIMITED FOUR-UNIT DRAWBAR-CONNECTED ALL- PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	1	4	430115.	MAY, '94	T-2093-N
TRINITY INDUSTRIES, INC. FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	8 3	40 15	553688-553695. 553822-553824.	MAR-APR, '94 MAR-JULY, '94	T-2093-P T-3A93-P
TOTAL	40	139			