

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

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

May 5, 1999

RECORDATION NO. 22079-G, H FILED

MAY 5 '99 2-15PM

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

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 Trust Indenture and Security Agreement and a Memorandum of Indenture Supplement No. 1, dated as of May 5, 1999, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Leasing Agreement and documents associated therewith which were previously filed with the Board under Recordation Number 22079.

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

Owner Trustee: First Security Bank
79 Main Street
Salt Lake City, Utah 84111

Indenture Trustee: Wilmington Trust Company
1100 North Market Street
Rodney Square
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is:

Set forth on Schedule I attached hereto

Kim J. Bartman

Mr. Vernon A. Williams
May 5, 1999
Page 2

Also enclosed is a check in the amount of \$52.00 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 I

Nine hundred and sixty (960) Mechanized Rapid Discharge® V Coal Cars:

JHMX 99001 through JHMX 99840

JHMX 991321 through JHMX 991440

MAY 5 '99 2-15 PM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Memorandum of Trust Indenture and Security Agreement, made and entered into as of May 5, 1999, by and between First Security Bank, National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and Wilmington Trust Company, a Delaware banking corporation, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement, dated as of April 28, 1999 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest in certain railcars bearing reporting marks and road numbers as listed on Schedule I attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL ASSOCIATION,
not in its individual capacity, but solely as Owner
Trustee

By 

Name: Brett R. King
Title: Assistant Vice President

Executed on this ___ day of May, 1999.

WILMINGTON TRUST COMPANY, Indenture Trustee

By _____

Name:
Title:

Executed on this ___ day of May, 1999.

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Memorandum of Trust Indenture and Security Agreement, made and entered into as of May 5, 1999, by and between First Security Bank, National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and Wilmington Trust Company, a Delaware banking corporation, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement, dated as of April 28, 1999 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest in certain railcars bearing reporting marks and road numbers as listed on Schedule I attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL ASSOCIATION,
not in its individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ___ day of May, 1999.

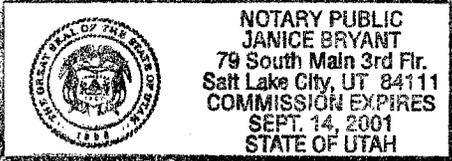
WILMINGTON TRUST COMPANY, Indenture Trustee

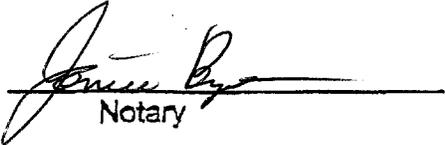
By  _____
Name: David A. Vanasky
Title: Assistant Vice President

Executed on this ___ day of May, 1999.

State of Utah)
)
County of Salt Lake) SS:

On this 4th day of May, 1999, before me personally appeared Brett R. King, to me personally known, who being by me duly sworn, says that (s)he is a Assistant Vice President of First Security Bank National Association and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)  NOTARY PUBLIC
JANICE BRYANT
79 South Main 3rd Fl.
Salt Lake City, UT 84111
COMMISSION EXPIRES
SEPT. 14, 2001
STATE OF UTAH


Notary

My Commission expires:

State of)
)
County of) SS:

On this _____ day of May, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is a _____ of _____ and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary

(Notarial Seal)

My Commission expires:

State of)
)
County of) ss:

On this _____ day of May, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is a _____, of _____ and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary

(Notarial Seal)

My Commission expires:

State of *Delaware*)
)
County of *New Castle*) ss:

On this 4 day of May, 1999, before me personally appeared DAVID A. VANASKEY, JR. to me personally known, who being by me duly sworn, says that (s)he is a Assistant Vice President of Wilmington Trust Corp and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Vernessa E. Robinson

Notary

(Notarial Seal)

My Commission expires: **VERNESSA E. ROBINSON**
NOTARY PUBLIC-DELAWARE
My Commission Expires October 12, 2002

SCHEDULE I

Nine hundred and sixty (960) Mechanized Rapid Discharge® V Coal Cars:

JHMX 99001 through JHMX 99840

JHMX 991321 through JHMX 991440