RECORDATION NO. 18860-E

JUL 27 1994 -2 45 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF EQUIPMENT TRUST AGREEMENT SUPPLEMENT dated as of July 28, 1994, by TTX LEASE 41-A TRUST, a Utah trust, and FIRST SECURITY BANK OF IDAHO, NATIONAL ASSOCIATION, a Delaware corporation.

The undersigned have entered into that certain Equipment Trust Agreement (No. 41-A), dated as of June 30, 1994, covering the railroad equipment listed in Schedule A thereto, pursuant to which equipment trust certificates having a final maturity of January 27, 2012, are being issued on the terms and conditions set forth in said Equipment Trust Agreement.

A memorandum of said Equipment Trust Agreement has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code, and assigned recordation number 18860-B.

The undersigned have entered into that certain Equipment Trust Agreement Supplement (No. 41-A), dated as of July 28, 1994, including in the said Equipment Trust Agreement the railroad equipment listed in Schedule A thereto and hereto, and wish to show for the public record the security interest of First Security Bank of Idaho, National Association, security trustee thereunder, in and to said equipment, the bills of sale and manufacturers' warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto (to the extent of the interest of TTX Lease 41-A Trust therein), and all cash and noncash proceeds therefrom (but excluding rents due or to become due under the Lease of Railroad Equipment dated as of June 30, 1994, as supplemented, between TTX Company and TTX Lease 41-A Trust in respect of such equipment).

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

TTX LEASE 41-A TRUST
by First Security Bank of Utah,
National Association, trustee

By: _____
Name: C. Scott Nielsen
Title: Asst. Vice President

FIRST SECURITY BANK OF IDAHO,
NATIONAL ASSOCIATION

By: _____
Name:
Title:

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

TTX LEASE 41-A TRUST
by First Security Bank of Utah,
National Association, trustee

By: _____
Name:
Title:

FIRST SECURITY BANK OF IDAHO,
NATIONAL ASSOCIATION

By: _____
Name:
Title: Brett R. King
Trust Officer

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

On this 26TH day of July, 1994, before me personally appeared G. Scott Nielson to me personally known, who, by me being duly sworn, says that he is a Asst. Vice President of First Security Bank of Utah, National Association, the trustee of TTX Lease 41-A Trust, and that the foregoing instrument was signed on behalf of said association 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 association.

NOTARY PUBLIC
ALLYSA A. FALKNER
79 SOUTH MAIN
S.L.C., UT 84130
COMMISSION EXPIRES
SEPT. 5, 1995
STATE OF UTAH

Allysa A Falkner
Notary Public

My commission expires

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

On this day of July, 1994, before me personally appeared , to me personally known, who by me being duly sworn, says that he is of First Security Bank of Idaho, National Association, and that the foregoing instrument was signed on behalf of said association 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 association.

Notary Public

My commission expires

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

On this day of July, 1994, before me personally appeared , to me personally known, who, by me being duly sworn, says that he is a of First Security Bank of Utah, National Association, the trustee of TTX Lease 41-A Trust, and that the foregoing instrument was signed on behalf of said association 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 association.

Notary Public

My commission expires

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

On this 26TH day of July, 1994, before me personally appeared Brett R. King, to me personally known, who by me being duly sworn, says that he is TRUST OFFICER of First Security Bank of Idaho, National Association, and that the foregoing instrument was signed on behalf of said association 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 association.

Notary Public

My commission expires

TL41
07/19/94

SCHEDULE A

FIRST MARYLAND

TTX COMPANY
LEASE NO. 41A
DATED AS OF JUNE 30, 1994
CLOSING #2, DATED JULY 28, 1994

BUILDER/ CAR TYPE	QUANTITY CARS	QUANTITY PLATFORMS	CAR NUMBERS	DELIVERY PERIOD	CONTRACT
GUNDERSON, INC.					
SINGLE-UNIT ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	34	34	456200-456233.	JUNE, '94	T-3B93-F
THREE-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	32	96	427110-427141.	JUNE, '94	T-3A93-F
NATIONAL STEEL CAR LIMITED					
FOUR-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	6	24	430076-430081.	MAY-JUNE,'94	T-2093-N
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	19	19	861276-861294.	MAY-JUNE,'94	T-3A93-N
TRINITY INDUSTRIES, INC.					
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	10	10	855010-855019.	JUNE,'94	T-4093-P
TOTAL	101	183			