

MEMORANDUM OF LEASE ASSIGNMENT dated as of June 30, 1994, by TTX LEASE 41-C TRUST, a Utah trust, and FIRST SECURITY BANK OF IDAHO, NATIONAL ASSOCIATION, a Delaware corporation.

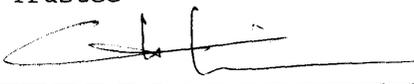
The undersigned have entered into that certain Equipment Trust Agreement dated as of June 30, 1994, covering the railroad equipment listed in Schedule A hereto, pursuant to which equipment trust certificates having a final maturity of January 27, 2012, are being issued on the terms and conditions set forth in said Equipment Trust Agreement, and wish to show for the public record the assignment thereunder to First Security Bank of Idaho, National Association, security trustee thereunder, of all of the right, title, and interest of TTX Lease 41-C Trust in and to the Lease of Railroad Equipment dated as of June 30, 1994, between TTX Company and TTX Lease 41-C Trust in respect of such equipment, and all payments due and to become due thereunder, excluding, however, interests in certain rights, payments, and indemnities, as more fully set forth in said Equipment Trust Agreement.

RECORDATION NO. **18862-A** FILED 1425  
JUN 30 1994 - 9:25 AM  
INTERSTATE COMMERCE COMMISSION

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

TTX LEASE 417 TRUST,

By First Security Bank of Utah,  
National Association,  
Trustee

By   
Name: C. Scott Nielson  
Title: Asst. Vice President

FIRST SECURITY BANK OF IDAHO,  
NATIONAL ASSOCIATION

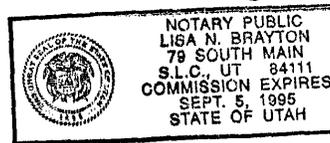
By   
Name: Brett R. King  
Title: Trust Officer

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

On this 22nd day of June, 1994, before me personally appeared C. Scott Nielsen, to me personally known who by me being duly sworn, says that he is a(n) Asst. Vice President of First Security Bank of Utah, National Association, 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.

*Lisa N. Brayton*  
Notary Public

My commission expires



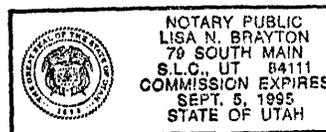
STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this 22nd day of June, 1994, before me personally appeared Brett R. King, to me personally known, who, by me being duly sworn, says that he is a(n) Trust Officer of First Security Bank of Idaho, National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and 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.

*Lisa N. Brayton*  
Notary Public

My commission expires

Equipment Trust Agreement (No. 41-C)



TL41  
06/21/94

SCHEDULE A

FIRST UNION

TTX COMPANY  
LEASE NO. 41C  
DATED AS OF JUNE 30, 1994  
CLOSING #1, DATED JUNE 30, 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.	61	61	456097-456157.	MARCH '94	T-2093-F
THREE-UNIT DRAWBAR-CONNECTED ALL- PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	67	201	427000-427066.	APR-MAY, '94	T-2A93-F
JOHNSTOWN AMERICA CORPORATION FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	13	65	653854, 653898-653909.	MARCH, '94	T-2093-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.	46	184	430000-430045.	MAR-MAY, '94	T-2093-N
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	119 46	119 46	861000-861118. 861200-861245.	FEB-APR, '94 APRIL, '94	T-3093-N T-3A93-N
TRINITY INDUSTRIES, INC. FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	51	255	553451-553466, 553472, 553530, 553540-553563, 553595-553603.	FEB, '94	T-2093-P

MAR-APR, '94 T-3693-P  
APRIL, '94 T-3693-P

85585-85759,  
85885-85927,  
85929-85935,  
85937,  
85939-85946.

175 175  
59 59

73-FOOT CENTER-PARTITIONED BULKHEAD  
FLATCARS WITH WINCH TIE-DOWN  
DEVICES FOR CARRYING PACKAGED  
LUMBER PRODUCTS- TTZX.

637 1,165

TOTAL