

18971-H

(11/2/94)

MEMORANDUM OF SECOND EQUIPMENT TRUST AGREEMENT SUPPLEMENT dated as of October 27, 1994, by FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee for TTX Lease 42-A Trust, a Utah trust, and FIRST SECURITY BANK OF IDAHO, NATIONAL ASSOCIATION, a national banking association.

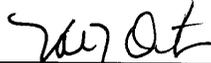
The undersigned have entered into that certain Equipment Trust Agreement (No. 42-A), dated as of September 8, 1994, covering the railroad equipment listed in Schedule A thereto, pursuant to which equipment trust certificates having a final maturity of January 1, 2005 and July 1, 2013, are being issued 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 18971-B.

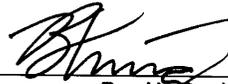
The undersigned have entered into that certain Second Equipment Trust Agreement Supplement (No. 42-A), dated as of October 27, 1994, including in the said Equipment Trust Agreement the railroad equipment listed in Schedule A thereto and hereto, and wish to show for the public record the security interest 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 First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-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 September 8, 1994, as supplemented, between TTX Company and First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-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:

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

By: 
Name: Val T. Orton
Title: Vice President

FIRST SECURITY BANK OF IDAHO,
NATIONAL ASSOCIATION

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

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

On this 25 day of October, 1994, before me personally appeared Val T. Orton, to me personally known, who, by me being duly sworn, says that he is a Vice President of First Security Bank of Utah, 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.

Elizabeth M. Webb
Notary Public

My commission expires



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

On this 25 day of October, 1994, before me personally appeared Brett R. King, to me personally known, who, by me being duly sworn, says that he is a 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.

Wendy Miller
Notary Public

My commission expires



TL42
10/13/94

SCHEDULE A

TTX COMPANY
LEASE NO. 42A
DATED AS OF SEPTEMBER 8, 1994
THIRD AND FINAL CLOSING ON OCTOBER 27, 1994

KBNY LEASING

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.	1	1	456500.	AUGUST, '94	T-4093-F
THREE-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	20	60	427263. 427265-427283.	JUNE, '94	T-3A93-F
JOHNSTOWN AMERICA CORPORATION FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	52 60 45	260 300 225	654060-654111. 654139-654198. 654231-654275.	MAY, '94 JUNE, '94 JULY, '94	T-3093-B T-3093-B T-3093-B
TRINITY INDUSTRIES, INC. FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	42	210	553980-554021.	JUNE-JULY, '94	T-4A93-P
THRALL CAR MANUFACTURING COMPANY FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	23	115	720224-720246.	JULY-AUG, '94	T-3093-T
TOTAL	243	1,171			