

18972-G

MEMORANDUM OF LEASE ASSIGNMENT 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-B 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-B), 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 July 1, 2004 and July 1, 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 18972-B.

The said Equipment Trust Agreement includes an assignment to First Security Bank of Idaho, National Association, security trustee thereunder, of all the right, title, and interest of First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust in and to the Lease of Railroad Equipment (No. 42-B), dated as of September 8, 1994, between TTX Company and First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B 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.

A memorandum of said Lease of Railroad Equipment has been recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code, and assigned recordation number 18972.

TTX Company and First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust have entered into that certain Second Lease Supplement (No. 42-B), dated as of October 27, 1994, including in the said Lease of Railroad Equipment the railroad equipment listed in Schedule A hereto.

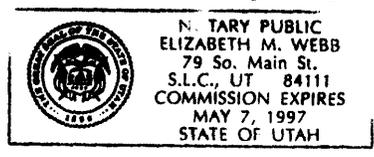
The undersigned have entered into that certain Second Equipment Trust Agreement Supplement (No. 42-B), dated as of October 27, 1994, and wish to show for the public record the assignment thereunder to First Security Bank of Idaho, National Association, security trustee under the said Equipment Trust Agreement, of all of the right, title, and interest of First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust in and to the said Second Lease Supplement, 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.

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

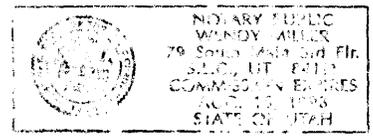


STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

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

KEYCORP LEASING

SCHEDULE A

TTX COMPANY
LEASE NO. 42B

DATED AS OF SEPTEMBER 8, 1994
THIRD AND FINAL CLOSING ON OCTOBER 27, 1994

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
<u>GUNDERSON, INC.</u>					
THREE-UNIT DRAMBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	3	9	427284-427286.	JUNE, '94	T-3A93-F
<u>JOHNTOWN AMERICA CORPORATION</u>					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTX.	8	40	654112-654119.	MAY, '94	T-3093-B
	9	45	654199-654207.	JUNE, '94	T-3093-B
	11	55	654276-654286.	JULY, '94	T-3093-B
<u>TRINITY INDUSTRIES, INC.</u>					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTX.	1	5	554022.	JUNE-JULY, '94	T-4A93-P
<u>THRALL CAR MANUFACTURING COMPANY</u>					
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	3	15	720247-720249.	JULY-AUG, '94	T-3093-T
TOTAL	35	169			