

18972-A

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-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 undersigned have entered into that certain
Second Equipment Trust Agreement Supplement (No. 42-B),
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-B 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-B 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-B Trust

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

FIRST SECURITY BANK OF IDAHO,
NATIONAL ASSOCIATION

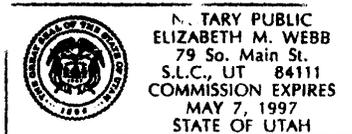
By: 
Name: Brett R. King
Title: Trust Officer

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

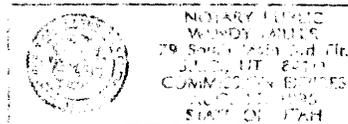


STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this 25 day of October, 1994, before me personally appeared Brett H. 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 J. Miller
Notary Public

My commission expires



TL42
10/13/94

SCHEDULE A

TTX COMPANY
LEASE NO. 42B

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

KEYCORP LEASING

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC.					
THREE-UNIT DRAWBAR-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
JOHNSTOWN AMERICA CORPORATION					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	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
TRINITY INDUSTRIES, INC.					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	1	5	554022.	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.	3	15	720247-720249.	JULY-AUG, '94	T-3093-T
TOTAL	35	169			