

19995-I

MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 3

Memorandum of Security Agreement Supplement No. 3, made and entered into as of May 30, 1996 by and between First Security Bank of Utah, National Association, a national banking association, as Owner Trustee ("*Owner Trustee*") and Wilmington Trust Company, a Delaware banking corporation, as Security Trustee ("*Security Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Security Agreement-Trust Deed, dated as of March 15, 1996 (the "*Security Agreement*"), by which the Owner Trustee has granted a security interest to the Security Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Security Agreement.

2. A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Security Agreement Supplement No. 3, dated May 30, 1996, relating to the above-described Security Agreement and extending the Owner Trustee's grant of a security interest therein to railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION

By 
Name: **BRETT R. KING**
Title: **ASSISTANT VICE PRESIDENT**

Executed on this 23rd day of May, 1996.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ___ day of May, 1996.

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FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By _____

Name:

Title:

Executed on this ____ day of May, 1996.

WILMINGTON TRUST COMPANY

By Sharon M. Brendle

Name:

SHARON M. BRENDLE

Title:

Administrative Account Manager

Executed on this 21st day of May, 1996.

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

On this, the 23rd day of May, 1996, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the ~~Asst. Vice President~~ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on May 23, 1996 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janice Bryant
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

	NOTARY PUBLIC JANICE BRYANT 405 South Main 2nd Fl. S.L.C., UT 84111 COMMISSION EXPIRES SEPT. 14, 1997 STATE OF UTAH
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STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of May, 1996, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on May __, 1996 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of May, 1996, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on May __, 1996 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 21st day of May, 1996, before me, a Notary Public in and for said County and State, personally appeared Sharon M. Brendle, who being by me duly sworn, says that (s)he is the Admin. Asst. Mgr. of WILMINGTON TRUST COMPANY, that said instrument was signed on May 21, 1996 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kathleen A. Pedelini
Name:
Notary Public
My Commission Expires:
Residing in _____

KATHLEEN A. PEDELINI
NOTARY PUBLIC
My Commission expires October 31, 1998

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New 120-ton rotary dump, doubletub, Maxgon aluminum-bodied gondola railcars	207	DEEX 6517, DEEX 6651, DEEX 6653, DEEX 6657 through DEEX 6658, inclusive DEEX 6796, DEEX 6799, DEEX 6808, DEEX 6815, DEEX 6822, DEEX 6833, DEEX 6835 through DEEX 6837, inclusive DEEX 6840 through DEEX 6877, inclusive DETX 1001 through DETX 1126, inclusive DETX 1129, DETX 1133 through DETX 1140, inclusive DETX 1142 through DETX 1160, inclusive DETX 1169