

19995-4

JUN 14 1996

MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 4

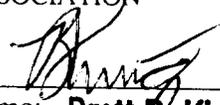
Memorandum of Security Agreement Supplement No. 4, made and entered into as of June 14, 1996 by and between First Security Bank of Utah, National Association, a national banking association, as Owner Trustee ("*Owner Trustee*") and Wilmington Trust Company, a Delaware banking corporation, as Security 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. 4, dated June 14, 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 A. King**
Title: **Assistant Vice President**

Executed on this 16th day of June, 1996.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of June, 1996.

MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 4

Memorandum of Security Agreement Supplement No. 4, made and entered into as of June 14, 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. 4, dated June 14, 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:
Title:

Executed on this ___ day of June, 1996.

WILMINGTON TRUST COMPANY

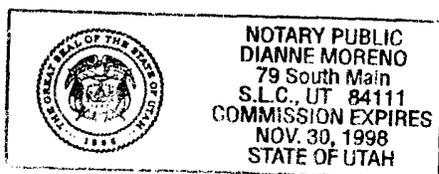
By  _____
Name: **Donald G. MacKelcan**
Title: **Assistant Vice President**

Executed on this 10th day of June, 1996.

STATE OF Utah)
)
COUNTY OF Salt Lake) SS.:

On this, the 10th day of June, 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 June 10th, 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.



Dianne Moreno

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

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

On this, the _____ day of June, 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 June __, 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 June, 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 June __, 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 10th day of June, 1996, before me, a Notary Public in and for said County and State, personally appeared Donald G. Mackelcan, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on June 10, 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 Wilmington, Delaware

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	95	DETX 1127 through DETX 1128, inclusive, DETX 1130 through DETX 1132, inclusive, DETX 1141 DETX 1161 through DETX 1168, inclusive, DETX 1170 through DETX 1250, inclusive