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MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 5

Memorandum of Security Agreement Supplement No. 5, made and entered into as of July 31, 1996 by and between First Security Bank, National Association (formerly known as 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. 5, dated July 31, 1996, whereby the above-described Security Agreement is amended to reflect reoptimization adjustments to the amortization schedules included therein and the issuance of Replacement Notes.

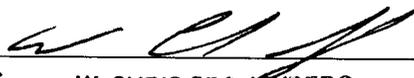
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ___ day of August, 1996.

WILMINGTON TRUST COMPANY

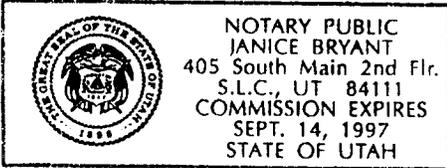
By  _____
Name: W. CHRIS SPORNBERG
Title: FINANCIAL SERVICES OFFICER

Executed on this 1st day of August, 1996.

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

On this, the 1st day of August, 1996, before me, a Notary Public in and for said County and State, personally appeared Greg A. Hawley, who being by me duly sworn, says that (s)he is the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on August 1, 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 _____

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

On this, the _____ day of August, 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 August ____, 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 August, 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, NATIONAL ASSOCIATION, that said instrument was signed on August ___, 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.

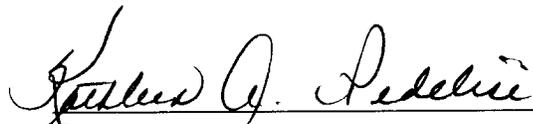
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the 1st day of August, 1996, before me, a Notary Public in and for said County and State, personally appeared W. CHRIS SPONENBERG, who being by me duly sworn, says that (s)he is Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on August 1, 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 Wilmington, Delaware
KATHLEEN A. PEDELINI
NOTARY PUBLIC
My Commission expires **October 31, 1998**