

CHAPMAN AND CUTLER

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Salt Lake City, Utah 84144
(801) 533-0066

November 12, 1996

24331-5

2 1996 10 12 AM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Texas Utilities Electric Company
Leveraged Lease Financing of Railroad Rolling Stock

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment, dated as of November 12, 1996, between Fleet National Bank, as Security Trustee (the "Security Trustee" or the "Assignee") and First Security Bank, National Association, as Owner Trustee (the "Owner Trustee" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Security Trustee and Assignee:	Fleet National Bank 777 Main Street Hartford, Connecticut 06115
Owner Trustee and Assignor:	First Security Bank, National Association 79 South Main Street Salt Lake City, Utah 84111

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-two dollars (\$22.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

556060 01 03 B
1440007

C O P Y

Accountants

CHAPMAN AND CUTLER

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment between First Security Bank, National Association, as Owner Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Fleet National Bank, as Security Trustee, 777 Main Street, Hartford, Connecticut 06115, dated as of November 12, 1996, covering certain new railroad rolling stock having the road numbers listed therein. This document relates to the Memorandum of Lease, dated as of November 12, 1996, the Memorandum of Security Agreement, dated as of November 12, 1996, the Memorandum of Security Agreement Supplement No. 1, dated as of November 12, 1996 and the Memorandum of Lease Supplement No. 1, dated as of November 12, 1996, which were recorded with the Surface Transportation Board on November 12, 1996 at 10:15 A.m. under recordation numbers 20361, 20361-A, 20361-C and 20361-B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

AJF/wp
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New Rapid Discharge IV aluminum-bodied, five pocket coal hopper cars manufactured by Trinity Industries, Inc.	118	TXUX 96001, TXUX 96003, TXUX 96004, TXUX 96006, TXUX 96008, TXUX 96009 through TXUX 96041, inclusive, TXUX 96043, TXUX 96047 through TXUX 96049, inclusive, TXUX 96051, TXUX 96054, TXUX 96057, TXUX 96059, TXUX 96062 through TXUX 96065, inclusive, TXUX 96069, TXUX 96070, TXUX 96078, TXUX 96080, TXUX 96081, TXUX 96086, TXUX 96088 through TXUX 96133, inclusive, TXUX 96135 through TXUX 96150, inclusive

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MEMORANDUM OF LEASE ASSIGNMENT

Memorandum of Lease Assignment, made and entered into as of November 12, 1996, by and between First Security Bank, National Association, a national banking association, as Owner Trustee ("*Owner Trustee*") and Fleet National Bank, a national banking association, as Security Trustee ("*Security Trustee*").

WITNESSETH:

1. The Owner Trustee and Texas Utilities Electric Company ("*Lessee*") have entered into that certain Rail Equipment Lease Agreement (the "*Lease*"), dated as of November 1, 1996, and Lease Supplement No. 1 thereto, dated November 12, 1996, covering certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on November 12, 1996 at 10:15 a.m. under recordation numbers 20361 and 20361-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Security Agreement-Trust Deed, dated as of November 1, 1996, and Security Agreement Supplement No. 1 thereto, dated November 12, 1996, pursuant to which First Security Bank, National Association, as Owner Trustee, has assigned the aforesaid Lease, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to Fleet National Bank, as Security Trustee.

4. Memoranda of said Security Agreement and of said Security Agreement Supplement No. 1 were recorded with the Surface Transportation Board on November 12, 1996 at 10:15 a.m. under recordation numbers 20361-A and 20361-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By 

Name: **Brett R. King**
Title: **Assistant Vice President**

Executed on this 10th day of November, 1996.

FLEET NATIONAL BANK

By _____

Name:
Title:

Executed on this ____ day of November, 1996.

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

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ___ day of November, 1996.

FLEET NATIONAL BANK

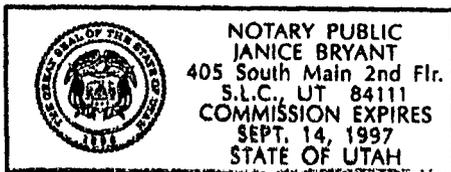
By  _____
Name: **STEVE CIMALORE**
Title: VICE PRESIDENT

Executed on this 6th day of November, 1996.

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

On this, the 6th day of November, 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 ~~Assistant Vice President~~ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on November 6, 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: **Janice Bryant**
Notary Public
My Commission Expires:
Residing in _____

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

On this, the _____ day of November, 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 FLEET NATIONAL BANK, that said instrument was signed on November __, 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 _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of November, 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 November __, 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 CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 6TH day of November, 1996, before me, a Notary Public in and for said County and State, personally appeared STEVEN CIMAZORE, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of FLEET NATIONAL BANK, that said instrument was signed on November 6, 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: **DAWN P. HEINTZ**
Notary Public **NOTARY PUBLIC**
My Commission Expires: **MY COMMISSION EXPIRES MAY 31, 1997**
Residing in **CONNECTICUT**

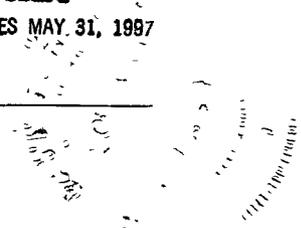


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
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