

RECORDATION NO. 20361-F

CHAPMAN AND CUTLER

DEC 11 1996 9 30 AM

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

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RECORDATION NO. 20361-F
DEC 11 1996 9 30 AM
50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

December 11, 1996

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
DEC 11 9 30 AM '96

Re: Texas Utilities Electric Company
Leveraged Lease Financing of Railroad Rolling Stock
(Second Closing)

Dear Mr. Williams:

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

The documents are as follows:

- (1) Memorandum of Lease Supplement No. 2, dated as of December 11, 1996, between the Lessee and the Lessor; and
- (2) Memorandum of Security Agreement Supplement No. 2, dated as of December 11, 1996, between the Owner Trustee and the Security Trustee.

The primary documents to which the Memorandum of Lease Supplement No. 2 and the Memorandum of Security Agreement Supplement No. 2 are connected are the Memorandum of Lease and the Memorandum of Security Agreement, respectively, which were filed with the Surface Transportation Board on November 12, 1996.

Counterpart - [Signature]

Law Offices of
CHAPMAN AND CUTLER

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

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessee: Texas Utilities Electric Company
Energy Plaza
1601 Bryan Street
Dallas, Texas 75201-3411

Lessor: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 2

Owner Trustee: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Security Trustee: Fleet National Bank
777 Main Street
Hartford, Connecticut 06115

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 and Memorandum of Security Agreement Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of forty-four dollars (\$44.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

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

A short summary of each of the documents to appear in the index follows:

CHAPMAN AND CUTLER

(1) MEMORANDUM OF LEASE SUPPLEMENT NO. 2:

Memorandum of Lease Supplement No. 2 between First Security Bank, National Association, as Lessor, 79 South Main Street, Salt Lake City, Utah 84111 and Texas Utilities Electric Company, as Lessee, Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201-3411, dated as of December 11, 1996, covering new railroad rolling stock bearing the road numbers listed in the Schedule thereto. Memorandum of Lease Supplement No. 2 is related to the Memorandum of Lease between the Lessor and the Lessee dated as of November 12, 1996, which was filed with the Surface Transportation Board on November 12, 1996.

(2) MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 2:

Memorandum of Security Agreement Supplement No. 2 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 December 11, 1996, covering the obligations of the Owner Trustee and the Lessee relating to new railroad rolling stock bearing road numbers listed in the Schedule thereto. The Memorandum of Security Agreement Supplement No. 2 is related to the Memorandum of Security Agreement between the Owner Trustee and the Security Trustee, dated as of November 12, 1996, which was filed with the Surface Transportation Board on November 12, 1996.

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 96002, TXUX 96005, TXUX 96007, TXUX 96042, TXUX 96044 through TXUX 96046, inclusive, TXUX 96050, TXUX 96052, TXUX 96053, TXUX 96055, TXUX 96056, TXUX 96058, TXUX 96060, TXUX 96061, TXUX 96066 through TXUX 96068, inclusive, TXUX 96071 through TXUX 96077, inclusive, TXUX 96079, TXUX 96082 through TXUX 96085, inclusive, TXUX 96087, TXUX 96134, TXUX 96151 through TXUX 96236, inclusive

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

Karl T. Williams
Chapman and Cutler
111 West Monroe Street
Chicago, IL. 60603-4080

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12-11-96 at 9:30 AM, and assigned recordation number(s). 20361-E, 20361-F and 20361-G.

Sincerely yours,

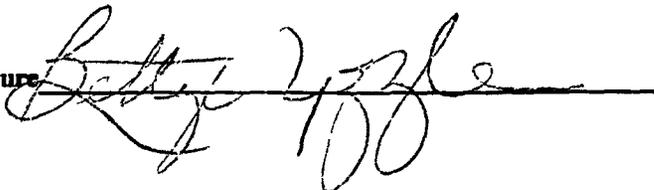


Vernon A. Williams
Secretary

Enclosure(s)

\$ 66.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



020361-E
1996

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Memorandum of Lease Supplement No. 2, made and entered into as of December 11, 1996 by and between First Security Bank, National Association, a national banking association, as Owner Trustee ("*Lessor*") and Texas Utilities Electric Company, a Texas corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Rail Equipment Lease Agreement (the "*Lease*"), dated as of November 1, 1996, subject to the term defined in said Lease.

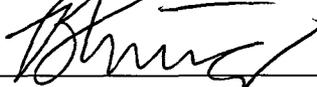
2. A memorandum of said Lease was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on November 12, 1996.

3. The undersigned have entered into that certain Lease Supplement No. 2, dated December 11, 1996, whereby the terms and provisions of the above-described Lease are made applicable to certain 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.

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

Executed on this 5th day of December, 1996.

TEXAS UTILITIES ELECTRIC COMPANY

By _____

Name:
Title:

Executed on this ____ day of December, 1996.

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 December, 1996.

TEXAS UTILITIES ELECTRIC COMPANY

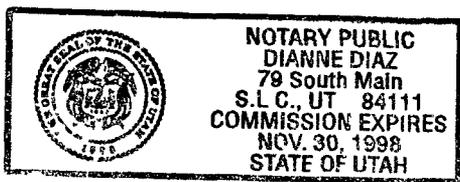
By Charles W. Jenkins
Name: Charles W. Jenkins
Title: Vice President

Executed on this 5th day of December, 1996.

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

On this, the 5th day of December, 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, NATIONAL ASSOCIATION, that said instrument was signed on December 5 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 Diaz
Name: Dianne Diaz
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
COUNTY OF _____) SS.:

On this, the ____ day of December, 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 TEXAS UTILITIES ELECTRIC COMPANY, that said instrument was signed on December __, 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 December, 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 December __, 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 Texas)
) SS.:
COUNTY OF Dallas)

On this, the 5th day of December, 1996, before me, a Notary Public in and for said County and State, personally appeared Charles W. Jenkins, who being by me duly sworn, says that (s)he is the Vice President of TEXAS UTILITIES ELECTRIC COMPANY, that said instrument was signed on December 5, 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.

Cheryl D Landers

Name:
Notary Public
My Commission Expires:
Residing in Duncanville, Texas

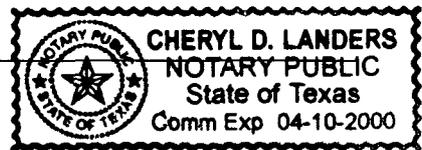


EXHIBIT A

UNITS

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