

RECORDATION NO. 20361-F

CHAPMAN AND CUTLER

DEC 11 1996

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1879-1959

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RECORDATION NO. 20361-F  
DEC 11 1996  
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:

Law Offices of  
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

20361-F

**MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 2 1996**

Memorandum of Security Agreement 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 ("*Owner Trustee*") and Fleet National Bank, a national banking association, as Security Trustee ("*Security Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Security Agreement-Trust Deed (the "*Security Agreement*"), dated as of November 1, 1996, 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.

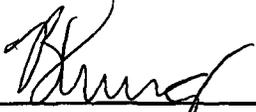
2. A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on November 12, 1996.

3. The undersigned have entered into that certain Security Agreement Supplement No. 2, dated December 11, 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.

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, as Owner Trustee

By 

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

Executed on this 2<sup>nd</sup> day of December, 1996.

FLEET NATIONAL BANK, as Security Trustee

By \_\_\_\_\_

Name:  
Title:

Executed on this \_\_\_ day of December, 1996.

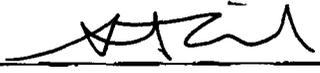
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION, as Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 1996.

FLEET NATIONAL BANK, as Security Trustee

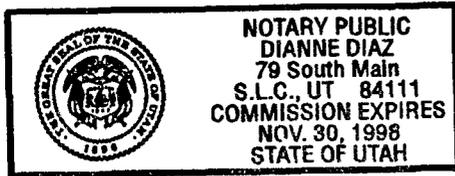
By  \_\_\_\_\_  
Name:  
Title: **STEVE CIMALORE**  
VICE PRESIDENT

Executed on this 9 day of December, 1996.

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

On this, the 5<sup>th</sup> 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.



DND  
Name: \_\_\_\_\_  
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 FLEET NATIONAL BANK, 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 \_\_\_\_\_ )  
 ) 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 CONNECTICUT )  
 ) SS.:  
COUNTY OF HARTFORD )

On this, the 9<sup>th</sup> day of December, 1996, before me, a Notary Public in and for said County and State, personally appeared STEVEN CIMALORE, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of FLEET NATIONAL BANK, 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: **DAWN P. HEINTZ**  
Notary Public **NOTARY PUBLIC**  
My Commission Expires **MY COMMISSION EXPIRES MAY 31, 1997**  
Residing in SIMSBURY, CT

## 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