

MEMORANDUM OF INDENTURE SUPPLEMENT (1999A-1) NO. 1

JAN 13 '99

1-50 PM

MEMORANDUM OF INDENTURE SUPPLEMENT (1999A-1) NO. 1, made and entered into January 14, 1999 by and between FIRST OMNI BANK, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999A-1) dated as of January 14, 1999, as Owner Trustee (the "Owner Trustee") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Indenture and Security Agreement (1999A-1) (the "Indenture"), dated as of January 14, 1999, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Indenture.

2. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement (1999A-1) No. 1, dated January 14, 1999, relating to the above-described Indenture 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 OMNI BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999A-1) dated as of January 14, 1999.

By: Robert D. Brown
Name: Robert D. Brown
Title: Vice President

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Indenture Trustee

By: _____
Name:
Title:

MEMORANDUM OF INDENTURE SUPPLEMENT (1999A-1) NO. 1

MEMORANDUM OF INDENTURE SUPPLEMENT (1999A-1) NO. 1, made and entered into January 14, 1999 by and between FIRST OMNI BANK, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999A-1) dated as of January 14, 1999, as Owner Trustee (the "Owner Trustee") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Indenture and Security Agreement (1999A-1) (the "Indenture"), dated as of January 14, 1999, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Indenture.

2. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement (1999A-1) No. 1, dated January 14, 1999, relating to the above-described Indenture 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 OMNI BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999A-1) dated as of January 14, 1999.

By: _____
Name:
Title:

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Indenture Trustee

By: _____
Name: **JAMES P. LAWLER**
Title: **Vice President**

STATE OF MD)
City of Baltimore) SS.:
~~COUNTY OF~~)

On this, the ___ day of January, 1999, before me, a Notary Public in and for said County and State, personally appeared Robert D. Brown who being by me duly sworn, says that (s)he is the vice President of FIRST OMNI BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999A-1) dated as of January 14, 1999, that said instrument was signed on January __, 1999 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, as Owner Trustee.

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



Deborah K. Bailey

Name:

Notary Public **MY COMMISSION EXPIRES 4/13/02**

My Commission Expires:

Residing in Baltimore

Exhibit A

Number of Cars	Car Type	Car Numbers	Builder
250	52' 6" Mill Gondolas	CR 585700 thru CR 585949	Trinity
250	52' 6" Mill Gondolas	NS 195335 thru NS 195424 NS 195426 thru NS 195437 NS 195439 thru NS 195442 NS 195444, NS 195446 NS 195448, NS 195450 NS 195452 thru NS 195460 NS 195462 thru NS 195465 NS 195467 thru NS 195468 NS 195470 thru NS 195474 NS 195477 thru NS 195478 NS 195480 thru NS 195496 NS 195498 thru NS 195518 NS 195520 thru NS 195532 NS 195534 thru NS 195553 NS 195555 thru NS 195557 NS 195559 NS 195561 thru NS 195567 NS 195570 thru NS 195571 NS 195573 thru NS 195574 NS 195576 thru NS 195582 NS 195588 thru NS 195593 NS 195595 NS 195604 thru NS 195605 NS 195607 thru NS 195608 NS 195614 thru NS 195618 NS 195620 thru NS195622 NS 195625 thru NS 195626 NS 195628 NS 195636 thru NS 195638	Trinity
25	73' Center Beam Bulkhead Flatcar	DR 007050 thru DR 007074	National
150	73' Center Beam Bulkhead Flatcar	SSAM 038600 thru SSAM 038749	National
50	73' Center Beam Bulkhead Flatcar	TR 165500 thru TR 165549	National
80	73' Center Beam Bulkhead Flatcar	CHTT 273320 thru CHTT 273399	National
50	73' Center Beam Bulkhead Flatcar	TR 165555 thru TR 165604	National
100	3250 Cubic Foot capacity Covered. Hoppers	NRLX 032606 thru NRLX 032705	Thrall
120	5161 Cubic Foot capacity Covered. Hoppers	NRLX 005900 thru NRLX 006019	Trinity
85	5400 Cubic Foot capacity Covered. Hoppers	NRLX 054115 thru NRLX 054199	Thrall
50	5851 Cubic Foot capacity Covered. Hoppers	NRLX 058000 thru NRLX 058005 NRLX 058007 thru NRLX 058018 NRLX 058020, 058021, 058026, 058044, 058049, 058055, 058060, 058063, 058064 NRLX 058068 thru NRLX 058084 NRLX 058086, 058088, 058089, 058090, 058097, 058099	Trinity
54	5650 Cubic Foot Capacity Pressure Discharge Covered Hoppers	FMLX 066001 thru FMLX 066054	Trinity
21	5650 Cubic Foot Capacity Pressure Discharge Covered Hoppers	NRLX 056055 thru NRLX 056059 NRLX 056134 thru NRLX 056149	Trinity
20	3260 Cubic Foot capacity Covered. Hoppers	NRLX 032706 thru NRLX 032725	Trinity
1305			