

Mr. Vernon A. Williams
November 29, 2006
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A description of the railroad equipment covered by the enclosed document is:

173 gondola railcars: DKPX 610356 – DKPX 610528.

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

Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 4.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST
INDENTURE SUPPLEMENT NO. 4
(Surface Transportation Board)

NOV 29 2 55 PM
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 4 ("Memorandum"), dated as of November 30, 2006, is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Owner Trustee has granted to the Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the "Equipment"), as indicated pursuant to the terms of that certain Trust Indenture and Security Agreement (DPC Trust 2006-1), dated as of September 28, 2006, and that certain Trust Indenture Supplement No. 4, dated as of November 30, 2006, between the Indenture Trustee and Owner Trustee.

B. In addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in that certain Equipment Lease Agreement (DPC Trust 2006-1) dated as of September 28, 2006, and that certain Lease Supplement No. 4 relating to the Equipment, dated as of November 30, 2006, between Owner Trustee, as Lessor, and Duke Energy Carolinas, LLC (f/k/a Duke Power Company LLC), as the Lessee.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY, not individually
but solely as Indenture Trustee

By: [Signature]
Name: Jose Paredes
Title: Assistant Vice President

STATE OF Delaware)
COUNTY OF New Castle) ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 17 day of November, 2006 by Jose Paredes AVP of Wilmington Trust Company, not individually but solely as Indenture Trustee.

[Signature]
Notary Public

My commission expires: _____

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

[Notarial Seal]

SCHEDULE 1

NOVEMBER 30, 2006 DELIVERY DATE:

<u>Basic Group #</u>	<u>Description</u>	<u>Car Marks/Numbers</u>	<u>Manufacturer</u>
D	One Hundred Seventy-Three (173) 122 ton capacity aluminum gondola railcars with nonrotary couplers and 4,402 cubic foot capacity	DKPX 610356 - DKPX 610528 (Both Inclusive)	Trinity North American Freight Car, Inc.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/29/06



Robert W. Alvord