



MASS TRANSIT ADMINISTRATION

MARYLAND DEPARTMENT OF TRANSPORTATION

Parris N. Glendening, Governor • David L. Winstead, Secretary • Ronald L. Freeland, Administrator

June 24, 1997

RECORDATION NO. 20734 FILED

JUN 26 '97 10-16 AM

JUN 26 10 16 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed is the MTA's check payable to the Surface Transportation Board in the amount of \$24.00 as recordation fees for the enclosed Memorandum of Grant and Security Agreement and Exhibit A attached thereto, for filing. The original and one copy of this is enclosed for your purposes. If you have any questions or need for further information, please call me at 410-767-3871.

Sincerely,

Irwin Brown  
Chief Counsel

IB/dll

Enclosure

My phone number (410) 767-3871 FAX number (410) 333-2584 TTY (410) \_\_\_\_\_

William Donald Schaefer Tower • 6 Saint Paul Street • Baltimore, Maryland 21202-1614

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BOARD

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JUN 25 10 16 AM '97

MEMORANDUM OF GRANT AND SECURITY AGREEMENT

This Memorandum of Grant and Security Agreement is made and entered into this 28<sup>th</sup> day of May, 1997 by and between the Maryland Delaware Railroad Company ("MDDE") and the Maryland Mass Transit Administration ("MTA") an agency of Maryland State Government as follows:

Pursuant to a Grant Agreement dated January 8, 1997 as amended between the MDDE and the MTA, MTA financed the acquisition of certain covered hopper cars bearing reporting and identification marks as listed on Exhibit A attached hereto, and in connection with such financing, MDDE granted to MTA a security interest in said hopper cars as security for the obligations contained in a security agreement between the parties.

AND WITNESS WHEREOF, the parties have caused this Memorandum to be executed by their respective officers, duly authorized as of the date and year first written.

THE MASS TRANSIT  
ADMINISTRATION

THE MARYLAND AND  
DELAWARE RAILROAD COMPANY

By: Ronald L. Freeland  
Ronald L. Freeland

By: John C. Paredes  
John C. Paredes

Title: Administrator

Title: President

Date: 5/28/97

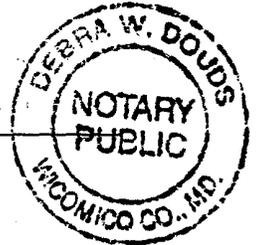
Date: 5/28/97

State of Maryland  
County of Wicomico

I hereby certify that on this 5<sup>th</sup> day of May, 1997, before me, the subscriber, a Notary Public in and for the State and county aforesaid, personally appeared John C. Paredes, President of the Maryland and Delaware Railroad Company and he made oath in due form of law that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its board of directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation. He further declared under the penalty of perjury that the foregoing is true and correct.

As witness my hand and Notarial Seal.

Debra W. Douds  
Notary Public



My Commission expires: April 2, 2001

State of Maryland  
County of Baltimore

I hereby certify that on this 28<sup>th</sup> day of May, 1997, before me, the subscriber, a Notary Public in and for the State and county aforesaid, personally appeared Ronald L. Freeland, Administrator of the Mass Transit Administrator, and he made oath in due form of law that the execution of the foregoing instrument was the free act and deed of the Mass Transit Administration. He further declared under the penalty of perjury that the foregoing is true and correct.

As witness my hand and Notarial Seal.

Sharon T. Evans  
Notary Public

SHARON T. EVANS  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires 5-5-2000

My Commission Expires: \_\_\_\_\_

Exhibit A

<u>Old Conrail Number</u>	<u>New MDDX Number</u>
(1) CR 888902	MDDX 7131
(2) CR 889368	MDDX 7132
(3) CR 889122	MDDX 7133
(4) CR 889324	MDDX 7134
(5) CR 888926	MDDX 7135
(6) CR 888909	MDDX 7136
(7) CR 889447	MDDX 7137
(8) CR 889909	MDDX 7138
(9) CR 889679	MDDX 7139
(10) CR 889310	MDDX 7140
(11) CR 888939	MDDX 7141
(12) CR 889948	MDDX 7142
(13) CR 888754	MDDX 7143
(14) CR 889933	MDDX 7144
(15) CR 889476	MDDX 7145
(16) CR 889875	MDDX 7146
(17) CR 888851	MDDX 7147
(18) CR 889248	MDDX 7148
(19) CR 889876	MDDX 7149
(20) CR 889829	MDDX 7150