

LAW OFFICES OF
JOHNSTON, WILKINS & DRUHAN, L.L.P.

HANNAH HOUSES
157 NORTH CONCEPTION STREET
POST OFFICE BOX 154

MOBILE, ALABAMA

36601
TELEPHONE (334) 432-0738
TELECOPIER (334) 432-4874

J. MICHAEL DRUHAN, JR.
JAMES C. JOHNSTON
JOSEPH S. JOHNSTON
ROBERT B. STEWART*

*ALSO ADMITTED IN MISSISSIPPI

SAMUEL M. JOHNSTON (1890-1969)
ROBERT B. WILKINS (1922-1992)
SAMUEL M. JOHNSTON, JR. (1919-1993)

April 28, 1997

RECORDATION NO. 20663-A FILED

MAY 1 '97 2-12 PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
U.S. Dept. of Transportation
1925 K Street
Washington, DC 20423-0001

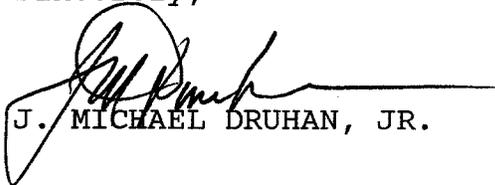
RE: Memorandum of Collateral Assignment Contract Number 8803S

Dear Mr. Williams:

Enclosed please find the transmittal letter from Ms. Sharon Roberts, of SouthTrust, regarding the Memorandum of the above-referenced tank car contract number, along with two counterparts of the Memorandum of Collateral Assignment of Lease of Rolling Stock, Tank Car Service Contract Number 8803S.

Also enclosed please find our check in the amount of \$24.00 for filing fee.

Sincerely,


J. MICHAEL DRUHAN, JR.

JMD/bbl
Enclosures

SouthTrust Bank
P.O. Box 1508
Mobile, Alabama 36633
(334) 431-9200



April 28, 1997

RECORDATION NO. 20663-A FILED
MAY 1 '97 2-12 PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
U.S. Dept. of Transportation
1925 K Street
Washington, DC 20423-0001

RE: Tank Car Service Contract Number 8803S

Dear Mr. Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum of Collateral Assignment of Lease of Rolling Stock, a secondary document dated April 28, 1997.

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

Assignor is Walter Haffner Company, Post Office 16111, Mobile, Alabama 36616.

Assignor is Walter Haffner Company, Post Office Box 16111, Mobile, Alabama 36616.

Assignee is SouthTrust Bank of Alabama, National Association, Post Office Box 1508, Mobile, Alabama 36633.

A description of the equipment covered by this document follows:

WCHX 21020-21039 - Twenty (20) Exterior Coiled and Insulated cars, each with a total capacity of 21,000 gallons. These are Class DOT 111A100W1 cars which are equipped with 6" bottom unloading valves, double shelf couplers, 2" top unloading valves, safety dome platforms and 100 ton roller bearing trucks. Cars were constructed new in 1988 and meet all requirements for use in a flammable liquid service.

Mr. Williams
April 28, 1997
Page 2

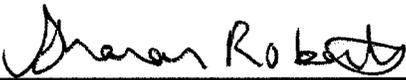
A fee of \$24.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to: J. Michael Druhan, Esquire, Post Office Box 154, Mobile, Alabama 36601.

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

Memorandum of Collateral Assignment of Lease of Rolling Stock dated April 28, 1997, from Walter Haffner Company to SouthTrust Bank of Alabama, National Association ("SouthTrust"), assigning Tank Car Service Contract Number 8803S to SouthTrust in tank car designated as:

WCHX 21020-21039 - Twenty (20) cars, Class DOT 111A100W1.

SOUTHTRUST BANK OF ALABAMA, N.A.

BY 
SHARON ROBERTS, Vice-President

MAY 1 '97 2-12PM

**MEMORANDUM OF COLLATERAL ASSIGNMENT OF
LEASE OF ROLLING STOCK**

THIS MEMORANDUM OF COLLATERAL ASSIGNMENT OF LEASE OF ROLLING STOCK is made by WALTER HAFFNER COMPANY, the Assignor and SOUTHTRUST BANK OF ALABAMA, NATIONAL ASSOCIATION, the Assignee, and evidences as follows:

1. Memorandum covers a Collateral Assignment of Lease of Rolling Stock, dated April 28, 1997.
2. Lessor is Walter Haffner Company, Post Office Box 16111, Mobile, Alabama, 36615.
3. Lessee is SouthTrust Bank of Alabama, National Association, Post Office Box 1508, Mobile, Alabama 36633.
4. The equipment covered by the Collateral Assignment of Lease of Rolling Stock is set out on the attached Exhibit "A".
5. The summary of the Collateral Assignment of Lease of Rolling Stock covered therein is:

Collateral Assignment of Lease of Rolling Stock dated April 28, 1997, from Walter Haffner Company to SouthTrust Bank of Alabama, National Association ("SouthTrust"), assigning the lease of tank cars designated as:

WCHX 21020-21039 - Twenty (20) cars, Class DOT 111A100W1.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed in four counterpart originals of which this is Counterpart Number 2, on this the 28th day of April, 1997.

WALTER HAFFNER COMPANY

By: Walter C. Haffner
Its President

SOUTHTRUST BANK OF ALABAMA, N.A.

By: Sharon Baker
Its Vice President

STATE OF ALABAMA)

COUNTY OF MOBILE)

I, the undersigned Notary Public in and for said State and County, hereby certify that WALTER C. HAFFNER, JR., whose name as President of Walter Haffner Company, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument he, as such officer and with full authority, executed the same voluntarily for and on behalf of such corporation on the day the same bears date.

GIVEN under my hand and seal on this the 28th day of April, 1997.


NOTARY PUBLIC
My Commission Expires: My Commission Expires 6-6-99

STATE OF ALABAMA)

COUNTY OF MOBILE)

I, the undersigned Notary Public in and for said State and County, hereby certify that SHARON ROBERTS, whose name as Vice President of SouthTrust Bank of Alabama, National Association, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument he, as such officer and with full authority, executed the same voluntarily.

GIVEN under my hand and seal on this the 28th day of April, 1997.


NOTARY PUBLIC
My Commission Expires: My Commission Expires 6-6-99

EXHIBIT "A"

WCHX 21020-21039 - Twenty (20) Exterior Coiled and Insulated cars, each with a total capacity of 21,000 gallons. These are Class DOT 111A100W1 cars which are equipped with 6" bottom unloading valves, double shelf couplers, 2" top unloading valves, safety dome platforms and 100 ton roller bearing trucks. Cars were constructed new in 1988 and meet all requirements for use in a flammable liquid service.