

LAW FIRM

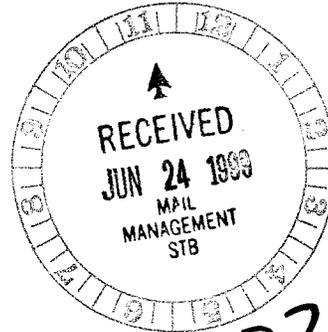
BLACKWELL SANDERS PEPPER MARTIN
LLP

2300 MAIN STREET SUITE 1000 KANSAS CITY, MO 64108
P.O. BOX 419777 KANSAS CITY, MO 64141-6777
TEL: (816) 983-8000 FAX: (816) 983-8080
WEBSITE: www.bsplaw.com

JOHN D. MOORE
DIRECT: (816) 983-8303

DIRECT FAX: (816) 983-9303
E-MAIL: jmoore@bsplaw.com

June 18, 1999



RECORDATION NO. 22226 FILED

JUN 24 '99 11-15AM

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

Attn: Recordation of Railroad Equipment

Dear Secretary:

I have enclosed three originals 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 Security Agreement, dated April 7, 1999.

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

Secured Party: Commerce Bank, P.O. Box 419248, Kansas City, Missouri 64141-6248.

Debtor: AT&L Railroad

A description of the equipment covered by the document follows:

Railroad Locomotives

<u>Type</u>	<u>Initial</u>	<u>Number</u>
GP-9	ATLT	1948
GP-7	ATLT	2165
SW-1200 Switch	ATLT	1127
CF-7	ATLT	2491
GP-10	ATLT	8102

KC-652146-1

#167201

Vernon A. Williams, Secretary
June 18, 1999
Page 2

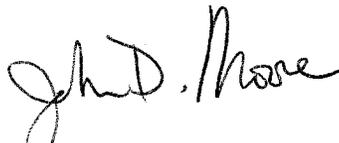
Railroad Covered Hopper Cars

<u>Type</u>	<u>Initial</u>	<u>Number</u>
AAR Type C113	ATLT	8801
AAR Type C113	ATLT	8802
AAR Type C113	ATLT	8803
AAR Type C113	ATLT	8804
AAR Type C113	ATLT	8805
AAR Type C113	ATLT	8806
AAR Type C113	ATLT	8807
AAR Type C113	ATLT	8808

A fee of \$26 is enclosed. Please return an original and any extra copies not needed by the Board for recordation to John D. Moore, Esq.

A short summary of the document to appear in the index follows: Memorandum of Security Agreement regarding the railroad cars of AT&L Railroad.

Sincerely,



John D. Moore

JDM/jjr
Enclosures

BLACKWELL SANDERS PEPER MARTIN
LLP

Vernon A. Williams, Secretary
June 18, 1999
Page 3

bcc: John Brungardt, Esq.

AT&L RAILROAD
P O BOX 29
W OK 73772

MEMORANDUM OF SECURITY AGREEMENT
BETWEEN COMMERCE BANK, N.A.
AND A T & L RAILROAD COMPANY

RECORDATION NO. **22226** FILED

JUN 24 '99

11-15AM

This Memorandum of a Security Agreement is intended to evidence the Security Agreement dated as of April 7, 1999, (the "Security Agreement") between Commerce Bank, N.A. ("Bank") and A T & L Railroad Company, an Oklahoma corporation ("the Debtor") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 U.S.C. 11301. Debtor has granted to Bank a security interest in the locomotives, rolling stock, and other equipment described in Exhibit A hereto (the "Collateral"). The Collateral secures the indebtedness of Debtor to the Bank more specifically described in the Security Agreement.

IN WITNESS WHEREOF, the Bank and Debtor have executed this Memorandum of Security Agreement on the date indicated below.

COMMERCE BANK, N.A.

By: *Bob D. C*

Title: *Vice President*

Date: *5/25/99*

A T & L RAILROAD COMPANY

By: *[Signature]*

Title: *President*

Date: *5-24-99*

STATE OF Missouri)
COUNTY OF Jackson)

On this 25th day of May, 1999, before me personally appeared Peter H. Arendt to me personally known, who, being by me duly sworn says that such person is Vice President COMMERCE BANK, N.A., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and is acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kim Morrison
Notary Public

My Commission Expires:

12-3-01

KIMBERLY A. MORRISON
Notary Public - Notary Seal
STATE OF MISSOURI
Commissioned in Jackson County
My Commission Expires December 3, 2001

STATE OF Oklahoma)
COUNTY OF Blaine)

On this 24 day of May, 1999, before me personally appeared S. Steven Smola, to me personally known, who, being by me duly sworn says that such person is President A T & L RAILROAD COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and is acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jane McClary
Notary Public

My Commission Expires:
7-19-2001

EXHIBIT A
TO
SECURITY AGREEMENT

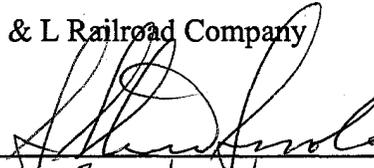
A T & L Railroad Company grants a security interest in and to the following property to Commerce Bank, N.A., to-wit:

<u>Type</u>	<u>Initial</u>	<u>Number</u>
Railroad Locomotives		
GP-9	ATLT	1948
GP-7	ATLT	2165
SW-1200 Switch	ATLT	1127
CF-7	ATLT	2491
GP-10	ATLT	8102
Railroad Covered Hopper Cars		
AAR Type C113	ATLT	8801
AAR Type C113	ATLT	8802
AAR Type C113	ATLT	8803
AAR Type C113	ATLT	8804
AAR Type C113	ATLT	8805
AAR Type C113	ATLT	8806
AAR Type C113	ATLT	8807
AAR Type C113	ATLT	8808

The foregoing collateral shall include, without limitation, any and all parts, supplies, additions, accessions, attachments and replacements thereto, and any proceeds of the foregoing.

Exhibit A Acknowledged:

A T & L Railroad Company

By: 
Title: President