

BALL JANIK LLP

A T T O R N E Y S

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RECORDATION NO. 22136 FILED

JUL 30 '99

11-35AM

July 30, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The first document is Collateral Schedule No. 2, a secondary document, dated July 29, 1999. The primary document to which this is connected is recorded under Recordation No. 22136. We request that this document be recorded under Recordation No. 22136-C.

The names and addresses of the parties to the Collateral Schedule No. 2 are:

Secured Party:

Ridgebury Funding L.L.C.
44-2 Old Ridgebury Road
Danbury, CT 06810-5105

Debtor:

Springfield Terminal Railway Company
Iron Horse Park
North Billerica, MA 01862

A description of the equipment covered by the Collateral Schedule No. 2 is attached.

The second document is a Corporate Guaranty, a secondary document, dated July 27, 1999. The primary document to which this is connected is recorded under Recordation No. 22136. We request that this document be recorded under Recordation No. 22136-D.

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Honorable Vernon A. Williams
July 30, 1999
Page 2

The name and address of the party to the Corporate Guaranty is:

Guarantor:

Guilford Transportation Industries, Inc.
Iron Horse Park
North Billerica, MA 01862

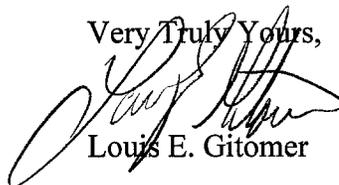
A description of the equipment covered by the Corporate Guaranty is attached.

A fee of \$52.00 is enclosed. Please return two originals of each document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) Collateral Schedule No. 2 between Ridgebury Funding L.L.C., 44-2 Old Ridgebury Road, Danbury, CT 06810-5105, and Springfield Terminal Railway Company, Iron Horse Park, North Billerica, MA 01862, and (2) a Corporate Guaranty by Guilford Transportation Industries, Inc., Iron Horse Park, North Billerica, MA 01862, both covering the equipment described in the attachment.

Very Truly Yours,



Louis E. Gitomer

Enclosures

ATTACHMENT

<u>Quantity</u>	<u>Manufacturer</u>	<u>Serial Number</u>	<u>Year/Model and Type of Equipment</u>
1	GMC	1GTHC33R5XF054973	1999 Sierra Crew Cab Truck
1	GMC	1GDG6H1J6RJ513727	1994 Topkick Fuel/Lube Truck
1	Ford	1FDPK74C7RVA39637	1994 F-800 Truck with mounted crane model JLG 1000 JBT
1	Ford	1FDPK74C0RVA39642	1994 F-800 Truck with mounted crane model JLG 1000 JBT
1	Safetran	8243-7	1999 C Track Wrench
1	Safetran	8242-7	1999 C Track Wrench
1	Safetran	8241-7	1999 C Track Wrench
1	Kershaw	12-1017-99	1999 12-5 Tie Handler
1	Kershaw	12-1018-99	1999 12-5 Tie Handler
1	Kershaw	12-1021-99	1999 12-5 Tie Handler
1	Fairmont	N/A	1999 Tie Plugger
1	Kershaw	46-435-99	1999 46-2 Ballast Regulator
1	Kershaw	46-436-99	1999 46-2 Ballast Regulator

COLLATERAL SCHEDULE NO. 2

JUL 30 '99

11-35AM

THIS COLLATERAL SCHEDULE NO. 2 is annexed to and made a part of that certain Master Security Agreement dated as of April 29, 1999 between Ridgebury Funding, L.L.C., together with its successors and assigns, if any, as Secured Party and Springfield Terminal Railway Company as Debtor and describes collateral in which Debtor has granted Secured Party a security interest in connection with the Indebtedness (as defined in the Security Agreement) including without limitation that certain Promissory Note dated July 30, 1999 in the original principal amount of \$

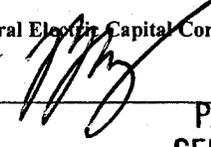
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1	Kershaw	12-1021-99	1999 12-5 Tie Handler
1	Fairmont	N/A	1999 Tie Plugger
1	Kershaw	46-435-99	1999 46-2 Ballast Regulator
1	Kershaw	46-436-99	1999 46-2 Ballast Regulator

Equipment immediately listed above is located at: Dover Yard, Dover, Strafford County, New Hampshire 03820

SECURED PARTY:

Ridgebury Funding L.L.C.
by its Attorney-in-Fact,

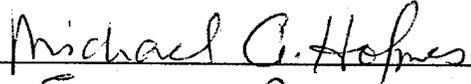
General Electric Capital Corporation

By: 
 Title: PATRICK J. COONEY
SENIOR RISK ANALYST

Date: _____

DEBTOR:

Springfield Terminal Railway Company

By: x 
 Title: x Senior V.P.

Date: _____

State of MASSACHUSETTS)
) ss
County of MIDDLESEX)

On this 27th day of July, 1999, before me personally appeared Michael A. Holmes, to me personally known, who, by me being duly sworn, says that he is the Sr. Vice President of Springfield Terminal Railway Company, that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Seal]

[Signature]
Notary Public
my commission expires: 7/6/2001

State of Connecticut)
) ss
County of Fairfield)

On this 28th day of July, 1999, before me personally appeared Patrick J. Cooney, to me personally known, who, by me being duly sworn, says that he is the Senior Risk Analyst of General Electric Capital Corporation, the Attorney-in Fact of Ridgebury Funding, L.L.C., that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Seal]

[Signature]
Notary Public
my commission expires: _____

CHRISTINE FISCHER
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 2003