

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

igitomer@bjllp.com

RECORDATION NO. 21293 FILED

MAR 25 '98

2-15 PM

March 25, 1998

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

Dear Secretary Williams:

I have enclosed the original and a certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of March 17, 1998. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Lender:

General Electric Capital Corporation
11590 Century Boulevard
Cincinnati, OH 45246

Borrower:

Eades Commodities Company
10854 John Galt Blvd.
Omaha, NE 68137

10 A description of the equipment covered by the Memorandum of Security Agreement consists of 11 covered quadruple hoppers cars numbered SCGX 5201-5204, inclusive, SCGX 5001, and SCGX 100-104, inclusive, and one front end loader numbered 5105155200.

A fee of \$26.00 is enclosed. Please return the original to:

eadesge.02

Copy to parts - [Signature]

MAR 25 2 15 PM '98

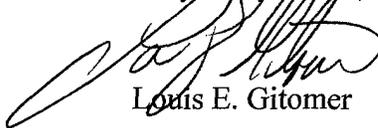
RECEIVED
SURFACE TRANSPORTATION
BOARD

Honorable Vernon A. Williams
March 25, 1998
Page 2

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

A short summary of the document to appear in the index follows: a Memorandum of Security Agreement between General Electric Capital Corporation, 11590 Century Boulevard, Cincinnati, OH 45246, and Eades Commodities Company, 10854 John Galt Blvd., Omaha, NE 68137, covering 11 covered quadruple hoppers cars numbered SCGX 5201-5204, inclusive, SCGX 5001, and SCGX 100-104, inclusive, and one front end loader numbered 5105155200.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MAR 25 '98

2-15 PM

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, dated as of 3/17, 1998, by and between GENERAL ELECTRIC CAPITAL CORPORATION (the "Lender") and EADES COMMODITIES COMPANY ("Borrower").

1. The Lender has agreed to make a loan to the Borrower (the "Loan") pursuant to a Master Security Agreement, dated as of 3/17, 1998 (the "Security Agreement").

2. Pursuant to the Security Agreement, Borrower grants to Lender a security interest in all of Borrower's right, title and interest in and to all of the collateral securing the repayment of the Loan, including without limitation, the railcars (the "Railcars") as more fully described in attached Collateral Schedule No. 1, and any and all additions, attachments, accessories and accessions thereto, any and all substitutions, replacements or exchanges therefor, and any and all insurance and/or other proceeds thereof.

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT to be executed by its duly authorized officer as of the date first above written.

GENERAL ELECTRIC CAPITAL CORPORATION
as Lender

By: Daryl Maccaron
Name: Daryl Maccaron
Title: Asst. Risk Manager

EADES COMMODITIES COMPANY
as Borrower

By: Robert V. Eades Jr.
Name: Robert V. Eades Jr.
Title: President

STATE OF Ohio)
) to wit:
COUNTY OF Hamilton)

I hereby certify that on this 17th day of March 1998, before me, the undersigned Notary Public of the State of Ohio, personally appeared Daryl Marcum, who acknowledged himself to be the Sr. Risk Mgr. of GENERAL ELECTRIC CAPITAL CORPORATION, and acknowledged that he, as such Sr. Risk Mgr. being authorized so to do, executed the instrument for the purposes therein contained by signing the name of GENERAL ELECTRIC CAPITAL CORPORATION by himself as Sr. Risk Mgr.

IN WITNESS MY Hand and Notarial Seal.

Wm H. Thompson
NOTARY PUBLIC

My Commission Expires: WILLIAM H. THOMPSON
Notary Public, State of Ohio
My Commission Expires July 19, 1998

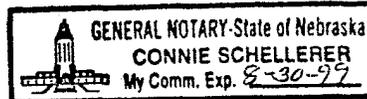
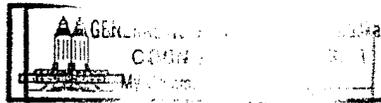
STATE OF Nebraska)
) to wit:
COUNTY OF Douglas)

I hereby certify that on this 12 day of Febr. 1998, before me, the undersigned Notary Public of the State of Nebraska, personally appeared Robert V. Eades, Jr., who acknowledged himself to be the President of EADES COMMODITIES COMPANY, and acknowledged that he, as such President being authorized so to do, executed the instrument for the purposes therein contained by signing the name of EADES COMMODITIES COMPANY, by himself as President.

IN WITNESS MY Hand and Notarial Seal.

Connie Schellerer
NOTARY PUBLIC

My Commission Expires: 8-30-99



(3/91)

COLLATERAL SCHEDULE NO. 1

THIS COLLATERAL SCHEDULE NO. 1 is annexed to and made a part of that certain MasterSecurity Agreement dated as of 3/17/98 between **General Electric Capital Corporation** as Secured Party and **Eades Commodities 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 3/17/98 in the original principal amount of \$175,000.00.

Year/Model	Serial Number	Description
1991	SCGX 5201	Trinity 5551 Cu Ft Capacity Covered Quadruple Hopper Railcar
1991	SCGX 5202	Trinity 5551 Cu Ft Capacity Covered Quadruple Hopper Railcar
1991	SCGX 5203	Trinity 5551 Cu Ft Capacity Covered Quadruple Hopper Railcar
1991	SCGX 5204	Trinity 5551 Cu Ft Capacity Covered Quadruple Hopper Railcar
1979	SCGX 5001	North American 5650 Cu Ft Capacity Covered Quadruple Hopper Railcar
1979	SCGX 100	North American Covered Quadruple Hopper Railcar
1979	SCGX 101	North American Covered Quadruple Hopper Railcar
1979	SCGX 102	North American Covered Quadruple Hopper Railcar
1979	SCGX 103	North American Covered Quadruple Hopper Railcar
1979	SCGX 104	North American Covered Quadruple Hopper Railcar
1975 515	5105155200	Dresser Manufacturing Front End Loader

Equipment immediately listed above is located at: 10854 John Galt Blvd., Omaha, NE 68137

SECURED PARTY:

General Electric Capital Corporation

By: *Daryl Marcus*

Title: *Sr. Risk Manager*

Date: *3/17/98*

DEBTOR:

Eades Commodities Company

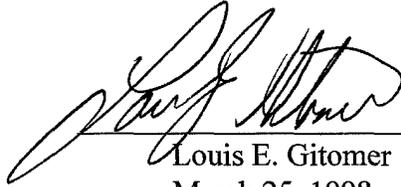
By: *Donald W. Eades Jr*

Title: *President*

Date: *3 / 17 / 98*

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Security Agreement dated as of March 17, 1998, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
March 25, 1998