BALL JANIK LLP

ATTORNEYS

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RECORDATION NO 21552 FILED

AUG 7 '98 2-54 PM

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

lgitomer@bjllp.com

Counterparts

August 7, 1998

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

Dear Secretary Williams:

I have enclosed the original and one 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 May 21, 1998. Please record this document under the next available Recordation Number. The names and addresses of the parties to the Memorandum of Security Agreement are:

Secured Party/Agent:

NationsBank, N.A.
Third and Broadway
Pittsburg, KS 66762

Debtor:

Inman Service Company, Inc.
1230 South Walnut Street
Coffeeville, KS 67337

A description of the equipment covered by the Memorandum of Security Agreement is in Attachement and **ALL NOW OWNED OR HEREAFTER ACQUIRED.**

skolien.16

BALL JANIK LLP

A fee of $26.00 is enclosed. Please return the original 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 document to appear in the index follows: a Memorandum of Security Agreement between NationsBank, N.A., Third and Broadway, Pittsburg, KS 66762, and Inman Service Company, Inc., 1230 South Walnut Street, Coffeeville, KS 67337, covering the equipment described in the Attachement and **ALL NOW OWNED OR HEREAFTER ACQUIRED.**

Very truly yours,

Louis E. Gitomer

Enclosures

skolien.16

Memorandum of Security Agreement

SCHEDULE

Inman Service Company, Inc. ..... See attached.

Exhibit J

Generations Holdings, Inc.
Pittsburg, Kansas

CORP OWNER	<--RAILROAD--> INITIALS	NUMBER	CAR TYPE	PURCHASED FROM	DATE ACQ.	S/A DATE	S/A FILE #	STB DATE
ISC	ISCX	8435	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8354	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8341	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8181	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8541	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8286	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8186	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8179	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8137	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8095	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8010	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8472	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8002	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8394	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8340	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8124	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8061	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8525	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8502	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8417	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8409	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8177	Open Top Gondolas	DIAL INC	1993			
ISC	ISCX	8195	Open Top Gondolas	DIAL INC	1993			

Exhibit K

Generations Holdings, Inc.
Pittsburg, Kansas Date: 13-May-98

	<—Present Road ID—>			<—Manufacturer—>		Date	<—Acquisition Information—>		
	Corp Owner	Road Initials	Road #	Model #	Serial #(2)	Built or ReBuilt	Last Class I	From	Date
1	ISC	ISCX	2	SW 12				GREYHOUND	5/1/97
2	ISC	ISCX	9	SW 12		REB-1995		MID AMERICA CAR	5/1/97
3	ISC	ISCX	20	GP 7			UPR	HERZOG	5/1/97
4	ISC	ISCX	21	GP 7		1955	UPR	HERZOG	5/1/97
5	ISC	ISCX	29	SW 1		1951		R. C. INMAN	3/29/82
6	ISC	ISCX	30	SW 1		1951		R. C. INMAN	3/29/82
7	ISC	ISCX	40	SW 8				HIMONT	10/1/85
8	ISC	ISCX	103	GP 7			MB	MBRR	5/21/96
9	ISC	ISCX	111	CF 7				ATSF	5/1/97
10	ISC	ISCX	129	SW 9		1950		PRECISION NATL	5/29/85
11	ISC	ISCX	134	SW 9		1951		PRECISION NATL	2/7/84
12	ISC	ISCX	135	SW 9		1951		PRECISION NATL	8/31/83
13	ISC	ISCX	137	SW 9		1951		PRECISION NATL	2/7/84
14	ISC	ISCX	145	SW 9		REB-1996		PRECISION NATL	8/31/83
15	ISC	ISCX	146	SW 12		1951		PRECISION NATL	2/7/84
16	ISC	ISCX	149	SW 9				R. C. INMAN	1/1/84
17	ISC	ISCX	159	SW 9		1951		PRECISION NATL	2/7/84
18	ISC	ISCX	160	SW 9		1951		PRECISION NATL	2/7/84
19	ISC	ISCX	163	SW 9				PRECISION NATL	2/7/84
20	ISC	ISCX	174	SW 12		1951		PRECISION NATL	2/7/84
21	ISC	ISCX	177	SW 9		1951		PRECISION NATL	8/31/83
22	ISC	ISCX	178	SW 9		1951		PRECISION NATL	2/7/84
23	ISC	ISCX	182	SW 9		1951		PRECISION NATL	2/7/84
24	ISC	ISCX	186	SW 9		REB-1994		PRECISION NATL	1/1/87
25	ISC	ISCX	187	SW 9		1951		PRECISION NATL	8/31/83
26	ISC	ISCX	195	SW 9		1951		PRECISION NATL	2/7/84
27	ISC	ISCX	202	SW 1		1943		ISLAND STEVEDO	9/27/97
28	ISC	ISCX	204	SW 1		1943		ISLAND STEVEDO	9/27/91
29	ISC	ISCX	509	SW 1		1940		AGRI LEASING	2/7/84
30	ISC	ISCX	565	GP 7				R. C. INMAN	1/1/87
31	ISC	ISCX	904	NW 2		1949		PRECISION NATL	5/29/85
32	ISC	ISCX	907	SW 9		1951		PRECISION NATL	5/29/85
33	ISC	ISCX	1003	GP 7				VMV	5/1/97
34	ISC	ISCX	1212	SW 9		1957		MOTIVE POWER	6/5/95
35	ISC	ISCX	1222	SW 9		1951		R. C. INMAN	1/1/87
36	ISC	ISCX	1223	SW 9		1951		R. C. INMAN	5/29/85
37	ISC	ISCX	1224	SW 9		1951		R. C. INMAN	1/1/87
38	ISC	ISCX	1227	SW 9		1951		R. C. INMAN	1/1/87
39	ISC	ISCX	1230	SW 1		1951		R. C. INMAN	1/1/87
40	ISC	ISCX	1236	SW 9		1951		R. C. INMAN	5/29/85
41	ISC	ISCX	1247	SW 9		1951		R. C. INMAN	12/31/86
42	ISC	ISCX	1326	NW 2		1948		SO IRON & STEEL	4/30/89
43	ISC	ISCX	1939	SW 1		1939		R. C. INMAN	1/1/87
44	ISC	ISCX	2121	SW 12		1955		MID-AM EQUIPMENT	5/15/95
45	ISC	ISCX	3005	GP 30			CR	OHIO CENTRAL	1/3/96
46	ISC	ISCX	3845	GP 9				PROGRESS RAIL	8/1/94
47	ISC	ISCX	4107	GP 30			KCS	KCS	4/1/92
48	ISC	ISCX	5734	GP 7		1955		HERZOG	5/1/97
49	ISC	ISCX	5737	GP 7		1955		HERZOG	5/1/97
50	ISC	ISCX	6508	GP 35				PROGRESS RAIL	8/1/94
51	ISC	ISCX	6514	GP 35				PROGRESS RAIL	8/1/94
52	ISC	ISCX	6570	GP 35				PROGRESS RAIL	8/1/94
53	ISC	ISCX	7310	SW 1		1945		EL DUPONT	5/31/89
54	ISC	ISCX	9140	SW 1		1945		MOTIVE POWER	7/31/90
55	ISC	PCC	3004	GP 30		REB-1997	CR	OHIO CENTRAL	1/3/96
56	ISC	WATX	5	CF 7				ATSF	5/1/97
57	ISC	WATX	102	GP 7			MB	MBRR	3/25/96
58	ISC	WATX	207	SW 12				TITAN RAILWAY	1985

RECORDATION NO. 21552 FILED

AUG 7 '98 2-54PM

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, dated as of May 21, 1998, is by Inman Service Company, Inc. (the "Debtor"), and Nationsbank, N.A., as Agent for the Banks pursuant to the Credit Agreement (the "Credit Agreement"), dated as of May 21, 1998, among Generations Holdings, Inc. (the "Borrower"), the Banks listed therein (the "Banks"), and the Agent.

1. The Banks have made a loan to the Borrower pursuant to the Credit Agreement for the purpose of financing the operating needs of the Borrower and its affiliates (including the Debtor). Such loans are secured by the Debtor's assets pursuant to a Security Agreement, dated as of May 21, 1998.

2. Pursuant to the Security Agreement Debtor grants to the Banks a lien on and security interest in all of Debtor's right, title and interest in and to the equipment (as defined in the Security Agreement) identified in the Schedule attached hereto and now owned or hereafter acquired, pursuant to Section 2 of the Security Agreement.

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

INMAN SERVICE COMPANY, INC.
as Debtor

By: Charles R. Webb
Name: Charles R. Webb
Title: CEO

NATIONSBANK, N.A.
as Agent

By:
Name: Jeffrey G. Elliott
Title: Vice President

State of Kansas)
) ss.
County of Crawford)

On this 21 day of May, 1998, before me personally appeared Charles L. Hebb, to me personally known, who, being by me duly sworn, says that (s)he is CEO of Inman Service Company, Inc., and that (s)he is duly authorized to sign the foregoing instrument on behalf of Inman Service Company, Inc., and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Inman Service Company, Inc.

Jean Bergmann
NOTARY PUBLIC
STATE OF KANSAS
MY APPT. EXPIRES

Jean Bergmann
Notary Public

My commission expires: 6-21-98

State of Kansas)
) ss.
County of Crawford)

On this 21 day of June, 1998, before me personally appeared Jeffrey S. Elliott, to me personally known, who, being by me duly sworn, says that (s)he is Vice President of Nationsbank, N.A., and that (s)he is duly authorized to sign the foregoing instrument on behalf of Nationsbank, N.A., and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Nationsbank, N.A.

Jean Bergmann
NOTARY PUBLIC
STATE OF KANSAS
MY APPT. EXPIRES

Jean Bergmann
Notary Public

My commission expires: 6-21-98

Memorandum of Security Agreement

SCHEDULE

Inman Service Company, Inc. ..... See attached.

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Generations Holdings, Inc.
Pittsburg, Kansas

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57	ISC	WATX	102	GP 7			MB	MBRR	3/25/96
58	ISC	WATX	207	SW 12				TITAN RAILWAY	1985

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Security Agreement dated as of May 21, 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
August 7, 1998