

BALL JANIK LLP

A T T O R N E Y S

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WASHINGTON, D.C. 20005

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RECORDATION NO. **21671-F** FILED

FEB 24 '99

3-40PM

lgitomer@bjllp.com

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

February 24, 1999

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

Dear Secretary Williams:

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

The first document is a Memorandum of Security Agreement and Lease Assignment, a secondary document, dated as of February 24, 1999. The primary document to which this is connected is recorded under Recordation No. 21671. We request that this document be recorded under Recordation No. 21671-F.

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

Lender:

Crestar Leasing Corporation
120 E. Baltimore Street, 23rd Floor
Baltimore, MD 21202

Borrower:

F →

Southern Rail Leasing, Inc.
955 South Virginia Street
Reno, NV 89502

A description of the equipment covered by the Memorandum of Security Agreement and Lease Assignment consists of 31 4000 cubic foot gondola cars numbered SRLX 2060-2090, inclusive, formerly numbered DEEX 9006, 9237, 9054, 9191, 9184, 9244, 9049, 9192, 9046, 9143, 9123, 9116, 9242, 9107, 9095, 9273, 9050, 9036, 9122, 9126, 9022, 9128, 9026, 9051, 9196, 9110, 9151, 9014, 9240, 9251, and 9216, respectively.

BALL JANIK LLP

Honorable Vernon A. Williams

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The Second document is a Memorandum of Lease Agreement, a secondary document, dated as of February 24, 1999. The primary document to which this is connected is recorded under Recordation No. 21671. We request this document be recorded under Recordation No. 21671-G.

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

Lessor:

Southern Rail Leasing, Inc.
955 South Virginia Street
Reno, NV 89502

Lessee:

Plasser American Corporation, Inc.
2001 Myers Road
Chesapeake, VA 23324

A description of the equipment covered by the Memorandum of Lease Agreement consists of 31 4000 cubic foot gondola cars numbered SRLX 2060-2090, inclusive, formerly numbered DEEX 9006, 9237, 9054, 9191, 9184, 9244, 9049, 9192, 9046, 9143, 9123, 9116, 9242, 9107, 9095, 9273, 9050, 9036, 9122, 9126, 9022, 9128, 9026, 9051, 9196, 9110, 9151, 9014, 9240, 9251, and 9216, respectively.

A fee of \$52.00 is enclosed. Please return one certified copy of each document to:

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

BALL JANIK LLP

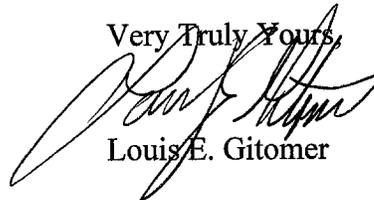
Honorable Vernon A. Williams

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A short summary of the document to appear in the index follows: (1) a Memorandum of Security Agreement and Lease Assignment between Crestar Leasing Corporation, 120 E. Baltimore Street, 23rd Floor, Baltimore, MD 21202, and Southern Rail Leasing, Inc., 955 South Virginia Street, Reno, NV 89502; and (2) a Memorandum of Lease Agreement between Southern Rail Leasing, Inc., 955 South Virginia Street, Reno, NV 89502, and Plasser American Corporation, Inc., 2001 Myers Road, Chesapeake, VA 23324, both covering 31 4000 cubic foot gondola cars numbered SRLX 2060-2090, inclusive, formerly numbered DEEX 9006, 9237, 9054, 9191, 9184, 9244, 9049, 9192, 9046, 9143, 9123, 9116, 9242, 9107, 9095, 9273, 9050, 9036, 9122, 9126, 9022, 9128, 9026, 9051, 9196, 9110, 9151, 9014, 9240, 9251, and 9216, respectively.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 21671-F FILED

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EXECUTION COPY

**MEMORANDUM OF SECURITY AGREEMENT
AND LEASE ASSIGNMENT**

dated as of February 24, 1999

between

SOUTHERN RAIL LEASING, INC.
as Borrower

and

CRESTAR LEASING CORPORATION
as Lender

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on February __, 1999 at __: __.m.**

MEMORANDUM OF SECURITY AGREEMENT AND LEASE ASSIGNMENT

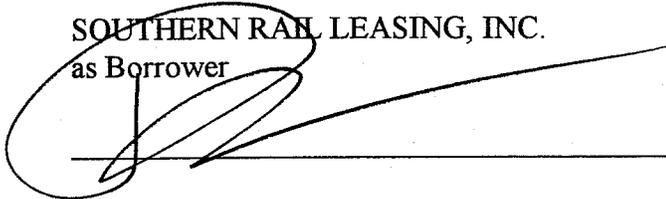
24 This Memorandum of Security Agreement and Lease Assignment, dated as of February 1999, by and between SOUTHERN RAIL LEASING, INC. (the "Borrower"), and CRESTAR LEASING CORPORATION (the "Lender").

1. The Lender has made a loan to the Borrower pursuant to a Loan and Security Agreement, dated as of September 25, 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 (but none of its obligations with respect to) (i) thirty-one (31) railcars, as modified by the Borrower or at its direction, having running numbers SRLX 2060 through 2090, inclusive (collectively, the "Railcars") as more fully described in attached Exhibit A, and all replacements, substitutions and alternatives therefor, and thereof and accessions thereto, now owned or hereafter acquired, (ii) that certain Lease Agreement dated as of January 20, 1998 (the "Agreement"), between Borrower, as Lessor and Plasser American Corporation, Inc. ("Lessee") and Schedule Number 5 thereto, dated as of January 20, 1998 (the "Schedule"; and collectively with the Agreement, as amended and supplemented from time to time, the "Lease"), and (iii) all rent, insurance and other casualty payments, and all other sums due now or hereafter under or with respect to any or all of the Railcars or the Lease, and all other proceeds of the foregoing.

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

SOUTHERN RAIL LEASING, INC.
as Borrower



CRESTAR LEASING CORPORATION
as Lender

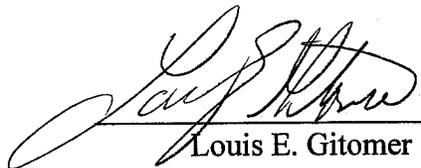
By: 
Name: Daniel E. M. Lewis
Title: President

EXHIBIT A

31 4000 cubic foot gondola cars numbered SRLX 2060-2090, inclusive, formerly numbered DEEX 9006, 9237, 9054, 9191, 9184, 9244, 9049, 9192, 9046, 9143, 9123, 9116, 9242, 9107, 9095, 9273, 9050, 9036, 9122, 9126, 9022, 9128, 9026, 9051, 9196, 9110, 9151, 9014, 9240, 9251, and 9216, respectively.

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Security Agreement and Lease Assignment dated as of February 24, 1999, 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.

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
February 24, 1999