

RECORDATION NO. 21750 FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

OCT 28 '98 11-55 AM

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 21750-A B FILED

OCT 28 '98 11-55 AM

OCT 28 11 52 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

October 28, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Security Agreement, dated as of October 26, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents, and three (3) copies of the following secondary documents related thereto: a Memorandum of Security Agreement and a Memorandum of Lease.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Security Agreement

Debtor: Northwest Pennsylvania Rail Authority  
984 Water Street  
Meadville, Pennsylvania 16335

Secured Party: Redevelopment Authority of the City of Meadville  
18257 Industrial Drive  
Meadville, Pennsylvania 16335

*Counterparts - Williams*

Mr. Vernon A. Williams  
October 28, 1998  
Page 2

Memorandum of Security Agreement

A →

Debtor: Northwest Pennsylvania Rail Authority  
984 Water Street  
Meadville, Pennsylvania 16335

Secured Party: Redevelopment Authority of the City of Corry  
380 Sciota Street  
Corry, Pennsylvania 16407

Memorandum of Lease

Lessor: Northwest Pennsylvania Rail Authority  
984 Water Street  
Meadville, Pennsylvania 16335

Lessee: Oil Creek and Titusville Lines, Inc.  
47 West Main Street, Upper  
Gowanda, New York 14070

A description of the railroad equipment covered by the enclosed documents is:

two locomotives - CN 6758 and CN 6764

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

## Memorandum of Security Agreement

This Memorandum is made as of this 26<sup>th</sup> day of October, 1998, by and between the REDEVELOPMENT AUTHORITY OF THE CITY OF CORRY, a municipal corporation having its principal place of business at 380 Sciota Street, Corry, Pennsylvania 16407 (the "Secured Party"), and NORTHWEST PENNSYLVANIA RAIL AUTHORITY, a municipal corporation having its principal place of business at 984 Water Street, Meadville, Pennsylvania 16335 (the "Debtor").

Secured Party and Debtor hereby state and confirm, as a matter of public record, the following:

1. Secured Party and Debtor have entered into a security agreement, of even date herewith (the "Security Agreement"), relating to the following described collateral:

Twenty one hundred forty-fifths (20/145) of the Debtor's interest in the following equipment:

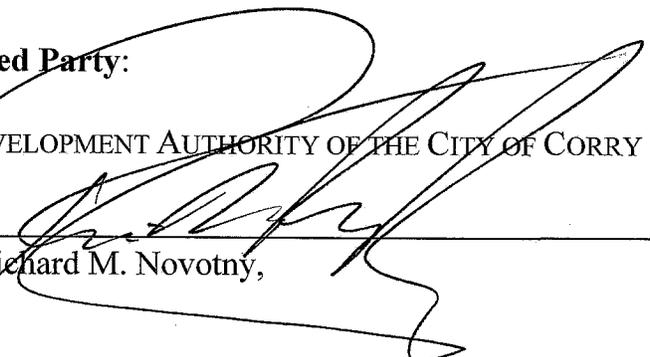
- 1.) One 1800 horsepower, 4 wheel truck, diesel-electric "F-type" carbody locomotive, number CN 6758; and
  - 2.) One 1800 horsepower, 4 wheel truck, diesel-electric "F-type" carbody locomotive, number CN 6764.
2. This memorandum is intended for recording purposes only, and does not modify, supersede, diminish, add to or change all or any of the terms of the Security Agreement in any respect.
  3. This Memorandum may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute but one and the same instrument.

*(The remainder of this page is intentionally left blank.)*

In Witness Whereof, Secured Party and Debtor have executed and acknowledged this Memorandum of Security Agreement, effective as of the date and year first above written.

**Secured Party:**

REDEVELOPMENT AUTHORITY OF THE CITY OF CORRY

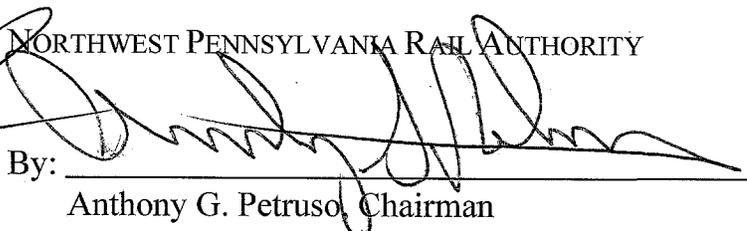
By:   
Richard M. Novotny,

WITNESS:

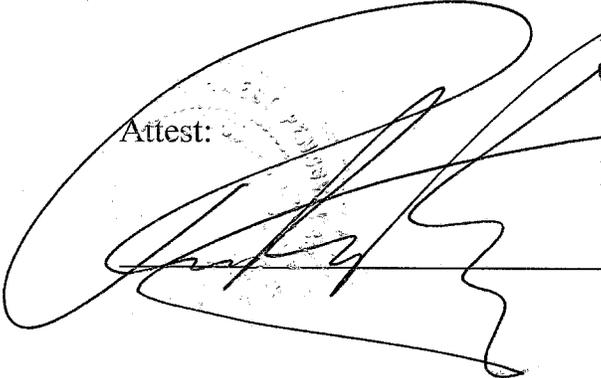
  
Nancy J. Mangiola

**Debtor**

NORTHWEST PENNSYLVANIA RAIL AUTHORITY

By:   
Anthony G. Petruso, Chairman

Attest:

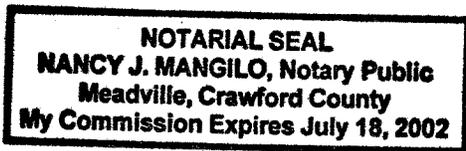


**ACKNOWLEDGMENT**

Commonwealth of Pennsylvania :  
County of Crawford : **SS:**

On this, the 26th day of October, 1998, before me, a Notary Public, the undersigned officer, personally appeared Richard M. Novotny, who acknowledged himself to be the Development Specialist of the Redevelopment Authority of the City of Corry, a municipal corporation, and that he, as such officer, being authorized to do so, executed the foregoing instrument for the purposes contained in it by signing the name of the corporation by himself as Development Specialist.

*In Witness Whereof*, I have hereunto set my hand and Notarial Seal.



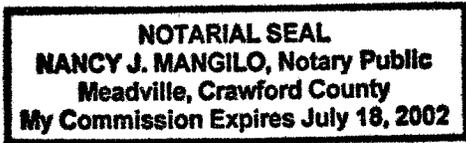
*Nancy J. Mangilo*  
Notary Public

**ACKNOWLEDGMENT**

Commonwealth of Pennsylvania :  
 : SS:  
County of Crawford :

On this, the 26<sup>th</sup> day of October, 1998, before me, a Notary Public, the undersigned officer, personally appeared Anthony G. Petruso, who acknowledged himself to be the Chairman of the Northwest Pennsylvania Rail Authority, a municipal corporation, and that he, as Chairman, being authorized to do so, executed the foregoing instrument for the purposes contained in it by signing the name of the corporation by himself as Chairman.

*In Witness Whereof*, I have hereunto set my hand and Notarial Seal.



*Nancy J. Mangilo*  
Notary Public

**ACKNOWLEDGMENT**

Commonwealth of Pennsylvania :  
 : SS:  
County of Crawford :

On this, the 26<sup>th</sup> day of October, 1998, before me, a Notary Public, the undersigned officer, personally appeared RICHARD M. NOVOTNY, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he, as ASSISTANT SECRETARY of the Northwest Pennsylvania Rail Authority, executed the same for the purposes therein contained.

*In Witness Whereof*, I have hereunto set my hand and Notarial Seal.



*Nancy J. Mangilo*  
Notary Public