

CUSHING, MORRIS, ARMBRUSTER & JONES, LLP

ATTORNEYS AT LAW

2110 PEACHTREE CENTER INTERNATIONAL TOWER

229 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30303

RECORDATION NO. 10534

FILED

5-26

N

WRITER'S DIRECT DIAL NUMBER

(404) 614-8105

December 15, 1997

DEC 17 '97

12-11 PM

TELEPHONE
404 521-2323

TELECOPIERS
404 658-9865
404 522-0607

DEC 17 12 11 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

VIA UPS

Secretary

Room 2311, 12th Street & Constitution Avenue, N.W.

Washington, D.C. 20423

Attn: Recordation Unit

Re: Locomotive Leasing Associates, LLC

Dear Secretary:

Enclosed for recordation are three executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Subordinated Security Interest dated as of November 25, 1997, together with a check for \$24 to the Service Transportation Board.

The enclosed document relates to the Lease of Railroad Equipment which was previously recorded under Recordation No. 10534.

The names and addresses of the parties to the enclosed document are as follows:

Debtor / Assignor: Locomotive Leasing Associates, LLC
c/o Railcar, Ltd., Manager
1819 Peachtree Road, N.E., Suite 455
Atlanta, Georgia 30309
Attn: Mr. Eugene N. Martini

Secured Party / Assignee: Momentum Leasing Advisors, LLC
595 Market Street, Suite 1940
San Francisco, California 94105
Attn: Richard L. Rockhold

The equipment covered by the enclosed document is thirty-four (34) six-axle, 3000 horsepower General Electric C30-7 locomotives bearing reporting marks and road numbers BN5013 - BN5046 (inclusive).

Once the document has been recorded, please return to me (at the address on the letterhead above) two stamped copies of the document.

Very truly yours,


William M. Ellard

WME/lf
Enclosures

cc: Kevin R. Armbruster, Esq.

DEC 17 '97 12-11 PM

MEMORANDUM OF SUBORDINATED SECURITY INTEREST

Memorandum of Subordinated Security Interest, made and entered into as of November 25, 1997 between Momentum Leasing Advisors, LLC ("Momentum"), and Locomotive Leasing Associates, LLC ("Locomotive").

WITNESSETH:

The undersigned have entered into that certain Rent and Residual Sharing Agreement (the "Agreement"), dated as of November 24, 1997 and amended as of November 25, 1997, pursuant to which Momentum has been granted a subordinated security interest in that certain lease and railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto by Locomotive in order to secure Momentum's interest as defined in the Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

MOMENTUM LEASING ADVISORS, LLC

By



Name: Richard L. Rockhold

Title: Manager

LOCOMOTIVE LEASING ASSOCIATES, LLC

By: Railcar, Ltd., as Manager

By



Name: Eugene N. Martini

Title: CFO

EXHIBIT A
to Memorandum of Subordinated Security Interest
executed by Momentum Leasing Advisors, LLC and Locomotive Leasing Associates, LLC

Description of Railroad Equipment and Lease Documents

Railroad Equipment:

34 six-axle, 3000 horsepower General Electric C30-7 locomotives bearing reporting marks and road numbers BN5013-BN5046 (inclusive).

Lease Documents:

All those documents listed in "TRANSACTION DOCUMENTS" (Exhibit D to Purchase Agreement) attached hereto.

**EXHIBIT D
TO
PURCHASE AGREEMENT**

TRANSACTION DOCUMENTS

The following Transaction Documents are assigned to Assignee only in part and to the extent they relate to the Equipment identified in Exhibit C to the Purchase Agreement:

PARTICIPATION AGREEMENT dated as of
May 1, 1979 among:

Burlington Northern, Inc.	LESSEE
Mercantile-Safe Deposit & Trust Co.	AGENT
Bamerilease Capital Corporation	VENDEE
Bank of America NT&SA	GUARANTOR
Parties listed in APPENDIX I	INVESTORS

CONDITIONAL SALE AGREEMENT dated as
of May 1, 1979 between:

Bamerlease, Inc.	VENDEE
General Motors Corporation (Electro-Motive Division)	
General Electric Co.	

Filed for Recordation with the Interstate
Commerce Commission on June 22, 1979 and
assigned Recordation No. 10534

AGREEMENT AND ASSIGNMENT dated as of
May 1, 1979 between:

General Motors Corporation (Electro-Motive Division)	
General Electric Co.	AGENT

Mercantile-Safe Deposit & Trust Company
Filed for recordation with the Interstate Commerce
Commission on June 22, 1979 and assigned
Recordation No. 10534-A.

LEASE OF RAILROAD EQUIPMENT dated as
of May 1, 1979 between:

Burlington Northern, Inc.	LESSEE
Bamerilease, Inc.	LESSOR

Filed for recordation with the Interstate Commerce
Commission on June 22, 1979 and assigned
Recordation No. 10534-B.

ASSIGNMENT OF LEASE & AGREEMENT

dated as of May 1, 1979 between:

Bamerlease, Inc.

LESSOR

Mercantile-Safe Deposit & Trust Company

VENDOR

Filed for recordation with the Interstate Commerce Commission on June 22, 1979 and assigned Recordation No. 10534-C.

ASSIGNMENT & ASSUMPTION

AGREEMENT dated as of December 27, 1994

between:

BA Leasing & Capital Corporation

ASSIGNOR

BA Credit Corporation

ASSIGNEE

Filed for recordation with the Interstate Commerce Commission on January 3, 1995 and assigned Recordation No. 10534-D.

FIRST AMENDMENT TO LEASE OF RAILROAD EQUIPMENT dated as of May 30, 1997 between:

BA Credit Corporation

LESSOR

The Burlington Northern Railroad Company

LESSEE

Filed for recordation with the Interstate Commerce Commission on June 12, 1996 and assigned Recordation No. 10534-E.

COMPLETE TERMINATION AND RELEASE OF SECURITY INTEREST OF LIEN

dated June 26, 1997 by:

The Bank of New York, successor to

Mercantile-Safe Deposit & Trust Company

Filed for recordation with the Surface

Transportation Board on November 10, 1997 and assigned Recordation

No. 10534-J.

SECOND AMENDMENT TO LEASE OF RAILROAD EQUIPMENT dated as of May 30, 1997 between:

BA Credit Corporation

LESSOR

The Burlington Northern and Santa Fe Railway Company

LESSEE

Filed for Recordation with the Surface

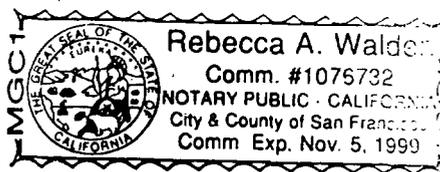
Transportation Board on July 8, 1997 and assigned recordation number 10534-G.

State of California)
) ss.
County of San Francisco

On Nov. 25, 1997 before me, Rebecca A. Walden Notary Public, personally appeared Richard L. Rockhold, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Rebecca A. Walden
Signature of Notary Public



Georgia
~~State of California~~)
) ss.
County of FULTON

On December 4, 1997 before me, Joy F. Hardin, Notary Public, personally appeared EUGENE N. MARTINI, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Joy F. Hardin
Signature of Notary Public

Notary Public, Coweta County, Georgia
My Commission Expires March 30, 1999

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

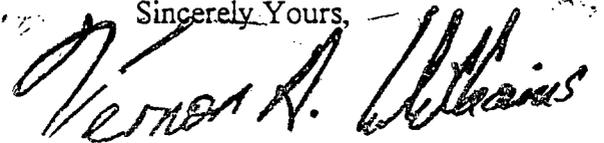
William M. Ellard
Cushington, Morris, Ambruster & Jones, LLP
2110 Peachtree Street, NW
Atlanta, Georgia 30303

DATE: 12/17/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 12/17/97 at 12:11PM, and assigned recordation number(s) 10534-N and 10534-O.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature

