

RECORDATION NO. 14891-I FILED

AUG 21 '01 12-23 PM

SURFACE TRANSPORTATION BOARD

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

August 21, 2001

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 August 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents and equipment previously filed with the Commission under Recordation Number 14891.

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

Owner Trustee: State Street Bank and  
Company of Connecticut  
225 Asylum Street  
Hartford, CT 06103

Collateral Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Mr. Vernon A. Williams  
August 21, 2001  
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A description of the railroad equipment covered by the enclosed document is:

30 locomotives (formerly CR 6805 - CR 6834) now PRR 5461 - PRR 5477  
and CSXT 8687 - CSXT 8699.

A short summary of the document to appear in the index follows:

Memorandum of Security Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

## MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, made and entered into as of August 21, 2001, by and between STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, not in its individual capacity but solely as Owner Trustee ("Owner Trustee") and WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as trustee under a Collateral Trust Agreement dated as of August 21, 2001 ("Collateral Trustee").

*WITNESSETH:*

Each of the undersigned have entered into that certain Security Agreement on August 21, 2001, by and between Owner Trustee and Collateral Trustee (said agreement being referred to herein as the "Security Agreement"). By the Security Agreement, Owner Trustee has granted to Collateral Trustee a first priority security interest in all of the rail equipment described in Schedule I hereto.

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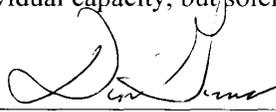
AUG 21 '01 12-23 PM

SURFACE TRANSPORTATION BOARD

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

STATE STREET BANK AND TRUST  
COMPANY OF CONNECTICUT, not in its  
individual capacity, but solely as Owner Trustee

By



Name: **David Ganss**

Title: **Assistant Vice President**

WILMINGTON TRUST COMPANY,  
as Collateral Trustee

By \_\_\_\_\_

Name:

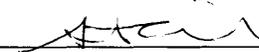
Title:

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

STATE STREET BANK AND TRUST  
COMPANY OF CONNECTICUT, not in its  
individual capacity, but solely as Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

WILMINGTON TRUST COMPANY,  
as Collateral Trustee

By  \_\_\_\_\_  
Name: Steven Cimador  
Title: Vice President

STATE OF MASSACHUSETTS )  
 ) SS )  
COUNTY OF SUFFOLK )

On this 17<sup>th</sup> day of August, 2001, in SUFFOLK County, MASSACHUSETTS before me personally appeared DAVID GANSS, to me personally known, who, being by me duly sworn, says that he/she is the ASSISTANT VICE PRESIDENT of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[NOTARIAL SEAL]

My commission expires: MARCH 21, 2008

STATE OF DELAWARE            )  
  ) ss  
COUNTY OF NEW CASTLE    )

On this 17<sup>th</sup> day of August, 2001 before me personally appeared  
STEVEN CIMMLER, to me personally known, who, being by me duly  
sworn, says that he/she is the VICE PRESIDENT of WILMINGTON  
TRUST COMPANY, that said instrument was signed on behalf of said Delaware  
banking corporation by authority of its Board of Directors, and he/she  
acknowledges that the execution of the foregoing instrument was the free act and  
deed of said Wilmington Trust Company.

  
Notary Public

[NOTARIAL SEAL]

My commission expires: **CHRISTINE L. MIGLIOCCO**  
**NOTARY PUBLIC**  
**My Commission Expires Jan. 13, 2004**

Schedule I

<b>Original Reporting Marks and Identifying Numbers</b>	<b>New Reporting Marks and Identifying Numbers</b>	<b>Original Reporting Marks and Identifying Numbers</b>	<b>New Reporting Marks and Identifying Numbers</b>
CR 6805	PRR 5461	CR 6822	PRR 5470
CR 6808	PRR 5462	CR 6824	PRR 5471
CR 6809	PRR 5463	CR 6828	PRR 5472
CR 6810	PRR 5464	CR 6829	PRR 5473
CR 6811	PRR 5465	CR 6830	PRR 5474
CR 6812	PRR 5466	CR 6831	PRR 5475
CR 6817	PRR 5467	CR 6832	PRR 5476
CR 6820	PRR 5468	CR 6833	PRR 5477
CR 6821	PRR 5469		
CR 6806	CSXT 8687	CR 6819	CSXT 8694
CR 6807	CSXT 8688	CR 6823	CSXT 8695
CR 6813	CSXT 8689	CR 6825	CSXT 8696
CR 6814	CSXT 8690	CR 6826	CSXT 8697
CR 6815	CSXT 8691	CR 6827	CSXT 8698
CR 6816	CSXT 8692	CR 6834	CSXT 8699
CR 6818	CSXT 8693		