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

RECORDATION NO. 23660 FILED

SEP 19 '01 4-04 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

September 19, 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 two (2) copies of a Memorandum of Security Agreement (RBBX 2001), dated as of September 17, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Debtor:	Feld Entertainment, Inc. 8607 Westwood Center Drive Vienna, VA 22182
Secured Party:	Bank of America, N.A. 101 North Tryon Street Charlotte, NC 28255

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

147 railcars consisting of:

Blue Unit - 56 cars within the series RBBX 40006 - RBBX 85704;
Red Unit - 54 cars within the series RBBX 40002 - RBBX 84804; and
Palmetto Recycle - 37 cars within the series RBBX 40001 - RBBX 63103

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Mr. Vernon A. Williams
September 19, 2001
Page Two

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

Memorandum of Security Agreement (RBBX 2001)

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.

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

REGISTRATION NO. 23660 FILED

SEP 15 2001 4-04 PM

MEMORANDUM OF SECURITY AGREEMENT
(RBBX 2001)

SURFACE TRANSPORTATION BOARD

Memorandum of Security Agreement, made and entered into as of September 17, 2001, by and between Feld Entertainment, Inc., a Delaware corporation with its principal place of business in Vienna, Virginia (the "Debtor"), and Bank of America, N.A., a national banking association organized under the laws of the United States ("Bank of America"), as agent for the lenders party to that certain Credit Agreement dated as of September 17, 2001, by and among the Debtor, Bank of America, as the agent and as a lender, and certain other financial institutions from time to time party thereto (the "Credit Agreement").

WITNESETH

The Debtor, ^{and} Bank of America, as agent, ~~and certain subsidiaries of the Debtor~~ have entered into that certain Rolling Stock Security Agreement dated as of September 17, 2001 (the "Security Agreement"), pursuant to which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to Bank of America, for itself and as agent, in order to secure the Debtor's performance of its obligations as described in the Rolling Stock Security 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.

FELD ENTERTAINMENT, INC.

By: Michael R. Ruch
Name: MICHAEL R. RUCH
Title: EXECUTIVE VICE PRESIDENT & TREASURER

BANK OF AMERICA, N.A., as Agent

By: _____
Name: _____
Title: _____

**MEMORANDUM OF SECURITY AGREEMENT
(RBBX 2001)**

Memorandum of Security Agreement, made and entered into as of September 17, 2001, by and between Feld Entertainment, Inc., a Delaware corporation with its principal place of business in Vienna, Virginia (the "Debtor"), and Bank of America, N.A., a national banking association organized under the laws of the United States ("Bank of America"), as agent for the lenders party to that certain Credit Agreement dated as of September 17, 2001, by and among the Debtor, Bank of America, as the agent and as a lender, and certain other financial institutions from time to time party thereto (the "Credit Agreement").

WITNESSETH

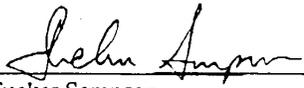
The Debtor, Bank of America, as agent, and certain subsidiaries of the Debtor have entered into that certain Rolling Stock Security Agreement dated as of September 17, 2001 (the "Security Agreement"), pursuant to which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to Bank of America, for itself and as agent, in order to secure the Debtor's performance of its obligations as described in the Rolling Stock Security 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.

FELD ENTERTAINMENT, INC.

By: _____
Name: _____
Title: _____

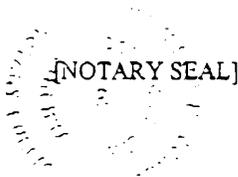
BANK OF AMERICA, N.A., as Agent



Tucker Sampson
Principal

STATE OF VIRGINIA)
) ss.
COUNTY OF FAIRFAX)

On this 17TH day of SEPTEMBER, 2001, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MICHAEL R. RUCH, to me known personally, and who, being by me duly sworn, deposes and says that he is the ~~EXECUTIVE VICE PRESIDENT~~ TREASURER of FELD ENTERTAINMENT, INC. (the "Corporation") and that the foregoing instrument was signed and sealed on behalf of the Corporation by authority of its Board of Directors, and said MICHAEL R. RUCH acknowledged the execution of the foregoing instrument to be the free act and deed of the Corporation.



Rayleen M. Jones
Notary Public
My commission expires: 06/30/2002

STATE OF NORTH CAROLINA)
) ss.
COUNTY OF MECKLENBURG)

On this ___ day of _____, 2001, before me, the undersigned, a Notary Public in and for said County and State, personally appeared _____, to me known personally, and who, being by me duly sworn, deposes and says that he is a _____ of BANK OF AMERICA, N.A., a national banking association (the "Bank"), and that the foregoing instrument was signed and sealed on behalf of the Bank by authority of its Board of Directors, and said _____ acknowledged the execution of the foregoing instrument to be the free act and deed of the Bank.

[NOTARY SEAL]

Notary Public
My commission expires:

STATE OF VIRGINIA)
) ss.
COUNTY OF FAIRFAX)

On this ____ day of September, 2001, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Michael R. Ruch, to me known personally, and who, being by me duly sworn, deposes and says that he is the Executive Vice President & Treasurer of FELD ENTERTAINMENT, INC. (the "Corporation") and that the foregoing instrument was signed and sealed on behalf of the Corporation by authority of its Board of Directors, and said Executive Vice President & Treasurer acknowledged the execution of the foregoing instrument to be the free act and deed of the Corporation.

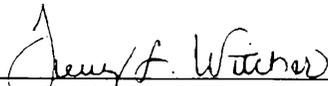
[NOTARY SEAL]

Notary Public
My commission expires:

STATE OF NORTH CAROLINA)
) ss.
COUNTY OF MECKLENBURG)

On this 17th day of September, 2001, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Tucker S. Sampson, to me known personally, and who, being by me duly sworn, deposes and says that he is a Principal of BANK OF AMERICA, N.A., a national banking association (the "Bank"), and that the foregoing instrument was signed and sealed on behalf of the Bank by authority of its Board of Directors, and said Principal acknowledged the execution of the foregoing instrument to be the free act and deed of the Bank.

[NOTARY SEAL]



Notary Public
My commission expires: September 1, 2004

EXHIBIT A
(to Memorandum of Security Agreement)

Rolling Stock Collateral

[See attached.]

FELD ENTERTAINMENT, INC.

	RBBX	BUILT		Acquire	CAR	RBBB
	CAR	DATE		BY	Body	CAR
	Number		BUILDER	RBBB	Metal	TYPE
	BLUE UNIT			56 Cars		
1	40006	1953	ACF	1972	AL	COACH
2	40011	1954	ACF	1984	AL	COACH
3	40013	1950	ACF	1993	AL	COACH
4	40014	1950	ACF	1993	AL	COACH
5	40016	1954	ACF	1994	AL	COACH
6	41302	1949	BUDD	1991	SS	COACH
7	41303	1949	BUDD	1992	SS	COACH
8	41304	1949	BUDD	1991	SS	COACH
9	41305	1949	BUDD	1992	SS	COACH
10	41310	1949	BUDD	1992	SS	COACH
11	41312	1961	BUDD	1994	SS	COACH
12	41402	1954	BUDD	1970	SS	COACH
13	41404	1955	BUDD	1982	SS	COACH
14	42005	1950	Pullman	1993	AL	COACH
15	42006	1950	Pullman	1993	AL	COACH
16	42009	1950	Pullman	1994	AL	COACH
17	42101	1950	Pullman	1992	CS	COACH
18	42102	1950	Pullman	1992	CS	COACH
19	42103	1950	Pullman	1992	CS	COACH
20	42104	1950	Pullman	1992	CS	COACH
21	42105	1953	Pullman	1969	CS	COACH
22	42109	1949	Pullman	1978	CS	COACH
23	42110	1950	Pullman	1978	CS	COACH
24	42203	1955	Pullman	1989	SC	COACH
25	43001	1958	STL CAR	1986	AL	COACH
26	43003	1960	STL CAR	1995	AL	COACH
27	43007	1964	STL CAR	1995	AL	COACH
28	43009	1960	STL CAR	1995	AL	COACH
29	43012	1984	STL CAR	1996	AL	COACH
30	60001	1962	ACF	1992	AL	COACH
31	60006	1961	ACF	1972	AL	STOCK
32	60010	1961	ACF	1972	AL	STOCK
33	60011	1961	ACF	1972	AL	COACH
34	60017	1961	ACF	1995	AL	STOCK
35	63001	1961	STL CAR	1972	AL	COACH
36	63005	1962	STL CAR	1994	AL	COACH
37	63009	1962	STL CAR	1987	AL	STOCK

	RBBX	BUILT		Acquire	CAR	RBBB
	CAR	DATE		BY	Body	CAR
	Number		BUILDER	RBBB	Metal	TYPE
38	80702	1987	ACF	1971	CS	FLAT
39	80703	1967	ACF	1967	CS	FLAT
40	80704	1967	ACF	1966	CS	FLAT
41	80706	1987	ACF		CS	FLAT
42	80707	1972	ACF		CS	FLAT
43	80708	1967	ACF	1971	CS	FLAT
44	80710	1968	ACF	1968	CS	FLAT
45	80711	1988	ACF	1968	CS	FLAT
46	80712	1968	ACF	1968	CS	FLAT
47	84704	1969	Bethlem	1989	CS	FLAT
48	84708	1970	Bethlem	1967	CS	FLAT
49	84715	1964	Bethlem	1996	CS	FLAT
50	84717	1966	Bethlem	1996	CS	FLAT
51	84718	1969	Bethlem	1996	CS	FLAT
52	84719	1969	Bethlem	1996	CS	FLAT
53	84801	1964	Bethlem	1986	CS	FLAT
54	84802	1965	Bethlem	1993	CS	FLAT
55	85703	1969	Maxson	1993	CS	FLAT
56	85704	1969	Maxson	1993	CS	FLAT

	RBBX	BUILT		Acquire	CAR	RBBB
	CAR	DATE		BY	Body	CAR
	Number		BUILDER	RBBB	Metal	TYPE
	RED UNIT			54 Cars		
1	40002	1953	ACF	1972	AL	COACH
2	40003	1953	ACF	1972	AL	COACH
3	40010	1954	ACF	1987	AL	COACH
4	40012	1954	ACF	1987	AL	COACH
5	40015	1954	ACF	1994	AL	COACH
6	40017	1954	ACF	1994	AL	COACH
7	41306	1949	BUDD	1992	SS	COACH
8	41307	1949	BUDD	1992	SS	COACH
9	41308	1949	BUDD	1992	SS	COACH
10	41309	1950	BUDD	1991	SS	COACH
11	41311	1950	BUDD	1991	SS	COACH
12	41313	1961	BUDD	1994	SS	COACH
13	41315	1949	BUDD	1998	SS	COACH
14	41406	1950	BUDD	1994	SS	COACH
15	42001	1950	Pullman	1972	AL	COACH
16	42007	1950	Pullman	1972	AL	COACH
17	42017	1950	Pullman	1994	AL	COACH
18	42018	1950	Pullman	1994	AL	COACH
19	42019	1950	Pullman	1994	AL	COACH
20	42020	1950	Pullman	1994	AL	COACH
21	43002	1964	STL CAR	1994	AL	COACH
22	43004	1964	STL CAR	1995	AL	COACH
23	43005	1964	STL CAR	1995	AL	COACH
24	43006	1964	STL CAR	1995	AL	COACH
25	43008	1964	STL CAR	1995	AL	COACH
26	43010	1964	STL CAR	1995	AL	COACH
27	43011	1964	STL CAR	1995	AL	COACH
28	60002	1962	ACF	1992	AL	STOCK
29	60004	1961	ACF	1972	AL	STOCK
30	60007	1961	ACF	1972	AL	COACH
31	60012	1981	ACF	1972	AL	COACH
32	60013	1961	ACF	1972	AL	COACH

	RBBX	BUILT		Acquire	CAR	RBBB
	CAR	DATE		BY	Body	CAR
	Number		BUILDER	RBBB	Metat	TYPE
33	63002	1962	STL CAR	1972	AL	COACH
34	63004	1962	STL CAR	1994	AL	STOCK
35	63006	1962	STL CAR	1995	AL	STOCK
36	80701	1967	ACF	1888	CS	FLAT
37	80705	1967	ACF	1986	CS	FLAT
38	80709	1968	ACF	1868	CS	FLAT
39	80713	1969	ACF	1969	CS	FLAT
40	80714	1969	ACF	1969	CS	FLAT
41	80715	1969	ACF	1969	CS	FLAT
42	80716	1969	ACF	1969	CS	FLAT
43	80717	1969	ACF	1969	CS	FLAT
44	84702	1969	Bethlem	1889	CS	FLAT
45	84706	1969	Bethlem	1992	CS	FLAT
46	84707	1969	Bethlem	1993	CS	FLAT
47	84709	1973	Bethlem	1988	CS	FLAT
48	84711	1979	Bethlem	1993	CS	FLAT
49	84712	1979	Bethlem	1993	CS	FLAT
50	84713	1964	Bethlem	1996	CS	FLAT
51	84714	1964	Bethlem	1996	CS	FLAT
52	84716	1966	Bethlem	1996	CS	FLAT
53	84803	1967	Bethlem	1974	CS	FLAT
54	84804	1973	Bethlem	1989	CS	FLAT

	RBBX	BUILT		Acquire	CAR	RBBB
	CAR	DATE		BY	Body	CAR
	Number		BUILDER	RBBB	Metal	TYPE
PALMETTO TRAIN RECYCLING PALMETTO FL Ir						
1	40001	1953	ACF	1972	AL	COACH
2	40004	1953	ACF	1972	AL	COACH
3	40005	1953	ACF	1972	AL	COACH
4	40007	1954	ACF	1972	AL	COACH
5	41301	1949	BUDD	1992	SS	COACH
6	41401	1954	BUDD	1978	SS	COACH
7	41403	1955	BUDD	1982	SS	COACH
8	41405	1955	BUDD	1982	SS	COACH
9	41407	1949	BUDD	1996	SS	COACH
10	41408	1950	BUDD	1996	SS	COACH
11	41409	1954	BUDD	2000	SS	COACH
12	42002	1950	Pullman	1972	AL	COACH
13	42003	1950	Pullman	1994	AL	COACH
14	42004	1950	Pullman	1994	AL	COACH
15	42008	1950	Pullman	1972	AL	COACH
16	42010	1950	Pullman	1994	AL	COACH
17	42011	1950	Pullman	1994	AL	COACH
18	42013	1950	Pullman	1972	AL	COACH
19	42014	1950	Pullman	1994	AL	COACH
20	42015	1950	Pullman	1972	AL	COACH
21	42016	1950	Pullman	1972	AL	COACH
22	42021	1950	Pullman	1994	AL	COACH
23	42022	1950	Pullman	1972	AL	COACH
24	60003	1962	ACF	1991	AL	STOCK
25	60005	1961	ACF	1972	AL	STOCK
26	60014	1961	ACF	1972	AL	STOCK
27	60015	1954	ACF	1995	AL	BAGGAGE
28	60018	1954	ACF	1995	AL	BAGGAGE
29	60018	1954	ACF	1997	AL	BAGGAGE
30	60019	1961	ACF	1998	AL	BAGGAGE
31	60020	1961	ACF	1998	AL	BAGGAGE
32	63007	1962	STL CAR	1995	AL	BAGGAGE
33	63008	1962	STL CAR	1995	AL	BAGGAGE
34	63010	1962	STL CAR	1997	AL	BAGGAGE
35	63011	1962	STL CAR	1998	AL	BAGGAGE
36	63012	1962	STL CAR	1998	AL	BAGGAGE
37	63013	1962	STL CAR	1998	AL	BAGGAGE