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RECORDATION NO. 23880 FILED

FEB 26 '02 3-03 PM

SURFACE TRANSPORTATION BOARD

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

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February 26, 2002

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

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Loan and Security Agreement, a primary document, dated as of February 15, 2002. We request that this document be given the next available Recordation Number.

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

Lender:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Borrower:

Sperry Rail, Inc.
46 Shelter Rock Road
Danbury, CT 06810

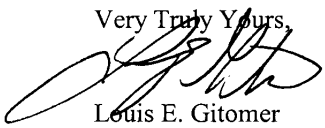
A description of the equipment covered by the Memorandum of Loan and Security Agreement consists of one hi-rail inspection rail car unit numbered SRS 904.

A fee of $ 28.00 is enclosed. Please return the original to:

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

A short summary of the document to appear in the index follows: a Memorandum of Loan and Security Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and Sperry Rail, Inc., 46 Shelter Rock Road, Danbury, CT 06810, covering one hi-rail inspection rail car unit numbered SRS 904.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM
OF LOAN AND SECURITY AGREEMENT

The parties hereto entered into that certain Loan and Security Agreement (the "Agreement") dated as of x 2-15-02, attached and incorporated by reference thereto, by and between Banc One Leasing Corporation ("Lender"), having a place of business located at 1111 Polaris Parkway, Columbus, Ohio 43065, and Sperry Rail, Inc. ("Borrower"), having its principal place of business located at 46 Shelter Rock Road, Danbury, CT 06810, pursuant to which Borrower hereby assigns, pledges and hypothecates to Lender and grants to Lender a continuing first priority interest in and to, all of its present and future right, title and interest in, to and under all of the following Equipment described on Schedule A-1 attached hereto.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this x 15 day of x February 2002

BANC ONE LEASING CORPORATION

BY: Timothy R. Allen

ITS: AVP

Sperry Rail, Inc.

BY: x Donald B. Finnelly

ITS: x CFO

STATE OF Texas)
) ss.
COUNTY OF Harris)

On this 20th day of February, 2002, before me personally appeared Harald B. Findlay, to me personally known, who being by me duly sworn, says that he/she is the CFO of Sperry Rail, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

Linda D. Arndt
NOTARY PUBLIC

My commission expires: 7-20-2004

LINDA D. ARNDT
Notary Public, State of Texas
My Commission Expires
July 20, 2004

STATE OF OHIO)
) ss.
COUNTY OF DELAWARE)

On this ___ day of December 2001, before me personally appeared Timothy L. Ellrebrock, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of Banc One Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

NOTARIAL SEAL STATE OF OHIO

LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10-15-06

My commission expires: _____

Laura Noble
NOTARY PUBLIC

Banc One Leasing Corporation

SCHEDULE A-1
LOAN AND SECURITY AGREEMENT (EQUIPMENT)

QUANTITY	DESCRIPTION	PAGE 1

LOCATION: 46 SHELTER ROCK ROAD
DANBURY, CT 06810
FAIRFIELD COUNTY

EQUIPMENT COST:

91

1 HI-RAIL INSPECTION RAIL CAR UNIT # 904, INCLUDING 2001 STERLING TRUCK CHASSIS (VIN: 2FZAATAK11AH654[illegible]) AND ANCO HY RAIL TRUCK BOX, APPOINTMENTS, HARDWARE & ACCESSORIES CONTAINED UPON AND WITHIN

TOGETHER WITH ALL ATTACHMENTS, ADDITIONS, ACCESSIONS, PARTS, REPAIRS, IMPROVEMENTS, REPLACEMENTS AND SUBSTITUTIONS THERETO.

This Schedule A-1 is attached to and made a part of the Loan and Security Agreement (Equipment) Number 1000112946 and constitutes a true and accurate description of the Equipment.

Borrower:

SPERRY RAIL, INC.

By: X Donald G Findlay

Date: X 2-15-02

010551rilnagtSperry
LEGAL12/6/01

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Loan and Security Agreement dated as of February 15, 2002, 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.

Louis E. Gitomer
February 26, 2002