

RECORDATION NO. 23890-A FILED

MAR 8 '02 12-45 PM

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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.
20006-2973

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

OF COUNSEL
URBAN A. LESTER

March 8, 2002

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, dated as of March 8, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement which is being filed with the Board under Recordation Number 23890.

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

Borrower: GATX Rail Holdings I, Inc.
500 West Monroe Street
Chicago, Illinois 60661

Administrative Agent: Bayerische Landesbank, New York Branch,
560 Lexington Avenue
New York, New York 10022

Mr. Vernon A. Williams
March 8, 2002
Page 2

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

One thousand five hundred and twenty-one (1521) railcars bearing GACX, GATX, GPFX, GPLX and TILX reporting marks and road numbers as set forth on Exhibit A attached to the Memorandum.

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

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.

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

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF SECURITY AGREEMENT

RECORDATION NO. 23890-A FILED

(GATX Rail No. 2002-1)

MAR 8 '02 12-45 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Security Agreement made and entered into as of March 8, 2002 by and between GATX Rail Holdings I, Inc., a Delaware corporation, as Borrower (the "*Borrower*"), and Bayerische Landesbank, New York Branch, in its capacity as Administrative Agent (the "*Administrative Agent*") for certain Lenders referred to below.

WITNESSETH:

The Borrower, certain Lenders and the Administrative Agent have entered into a Secured Loan Agreement dated as of March 8, 2002 (the "*Loan Agreement*") providing, among other things, for certain loans by the Lenders to the Borrower. As security for the payment and performance of the obligations of the Borrower to the Lenders under the Loan Agreement and certain related documents, the Borrower and the Administrative Agent have entered into a Security Agreement dated as of March 8, 2001 and Security Agreement Supplement No. 1 thereto dated March 8, 2002 (collectively, the "*Security Agreement*"), whereby the Borrower has assigned and pledged to the Administrative Agent for its benefit and the ratable benefit of each of the Lenders, and has granted a security interest in, certain railroad equipment bearing reporting marks and road numbers as listed on *Exhibit A* attached hereto, effective as of the date hereof and subject to the terms of the Security Agreement.

* * *

IN WITNESS WHEREOF, the undersigned have each caused this Memorandum to be
duly executed as of the date and year first above written.

GATX RAIL HOLDINGS I, INC.

By: William J. Hasek
Name: WILLIAM J. HASEK
Title: VICE PRESIDENT & TREASURER

LANDESBANK

**BAYERISCHE ~~BEZIRK~~, NEW YORK BRANCH,
As Administrative Agent For The Lenders**

By: _____
Name: _____
Title: _____

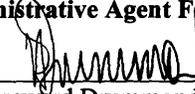
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Title: _____

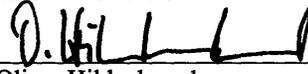
IN WITNESS WHEREOF, the undersigned have each caused this Memorandum to be
duly executed as of the date and year first above written.

GATX RAIL HOLDINGS I, INC.

By: _____
Name: _____
Title: _____

LANDESBANK
BAYERISCHE BANK, NEW YORK BRANCH,
As Administrative Agent For The Lenders

By:  _____
Name: Hereward Drummond
Title: Senior Vice President

By:  _____
Name: Oliver Hildenbrand
Title: Vice President

State of Illinois)
) ss:
County of Cook)

On this 5th day of March, 2002, before me personally appeared William J. Hasek, to me personally known, who being duly sworn, stated that he is Vice President & Treasurer of GATX Rail Holdings I, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Signature]
Notary Public

My Commission expires:

State of New York)
) ss:
County of New York)

On this ___ day of March, 2002, before me personally appeared _____ and _____, to me personally known, who being duly sworn, stated that they are the _____ and _____, respectively, of Bayerische Landesbank, New York Branch, that said instrument was signed on behalf of said corporation by authority of its board of directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission expires:

State of Illinois)
) ss:
County of Cook)

On this ___ day of March, 2002, before me personally appeared _____, to me personally known, who being duly sworn, stated that he is _____ of GATX Rail Holdings I, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission expires:

State of New York)
) ss:
County of New York)

On this 7th day of March, 2002, before me personally appeared Hereward Drummond and Oliver Hiltbrand, to me personally known, who being duly sworn, stated that they are the Senior Vice President and Vice President, respectively, of Bayerische Landesbank, New York Branch, that said instrument was signed on behalf of said corporation by authority of its board of directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joshua Stein
Notary Public

My Commission expires:

JOSHUA STEIN
Notary Public, State of New York
No. 4974358
Qualified in New York County
Commission Expires ~~1/12/12~~
1/25/03

Exhibit A

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