

RECORDATION NO. 23324-A FILED

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JAN 11 '01 12-21 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

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

January 11, 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 eight (8) copies of a Memorandum of Security Agreement and Lease Assignment, dated as of December 8, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Debtor: Railcar Amrock Trust  
c/o Allfirst Financial Center  
National Association  
499 Mitchell Road--Mail Code 101-591  
Millsboro, Delaware 19966

Secured Party: Transamerica Equipment Financial  
Services Corporation  
Suite 530  
10975 Benson  
Overland Park, Kansas 66210

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

600 covered hoppers GNWR 5000 - GNWR 5599

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

Memorandum of Security Agreement and Lease Assignment,  
Railcar Amrock Trust, Debtor, and Transamerica Equipment  
Financial Services Corporation, Secured Party, covering 600  
covered hoppers GNWR 5000 - GNWR 5599.

Also enclosed is a check in the amount of \$27.00 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

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**SURFACE TRANSPORTATION BOARD**

MEMORANDUM OF SECURITY AGREEMENT AND LEASE ASSIGNMENT dated as of December 8, 2000, between RAILCAR AMROCK TRUST, a Delaware trust (hereinafter called the **Debtor**), and TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION, a Delaware corporation (hereinafter called the **Secured Party**).

WHEREAS the Debtor and the Secured Party are entering into one or more security agreements (hereinafter collectively called the **Security Agreement**), pursuant to which the Debtor

(a) grants to the Secured Party for the security and benefit of the holders of the equipment notes issued under the Security Agreement a first priority security interest in all of the Debtor's right, title and interest in and to the 600 covered hopper cars bearing the road numbers of Genesee & Wyoming Railroad Company GNWR 5000 through GNWR 5599, the bills of sale and manufacturers' warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto (to the extent of the Debtor's interest therein), and all cash or noncash proceeds therefrom; and

(b) assigns to the Secured Party all of the Owner's right, title and interest in and to the Lease of Railroad Equipment dated as of November 1, 2000, between American Rock Salt Company LLC and the Debtor and certain supplements thereto, all payments due or to become due thereunder, and all rights of the Debtor thereunder, including the rights of the Debtor in and to

(i) the Railcar Management Agreement dated October 17, 2000, between GWI Leasing Corporation and American Rock Salt Company LLC;

(ii) the GWRR Confirmation dated October 17, 2000, by Genesee and Wyoming Railroad Company to American Rock Salt Company LLC; and

(iii) the purchase documents between American Rock Salt Company LLC and Trinity Industries, Inc.

in each case to the extent related to the equipment specified in clause (a);

*excluding, however, the Excluded Interests, as defined in the Security Agreement.*

IN WITNESS WHEREOF, the parties wish to show for the public record the security interest in and assignment of the aforesaid property in favor of the Secured Party, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

RAILCAR AMROCK TRUST,

by ALLFIRST FINANCIAL CENTER NATIONAL  
ASSOCIATION, not in its individual  
capacity but solely as trustee,

by 

TRANSAMERICA EQUIPMENT FINANCIAL  
SERVICES CORPORATION,

by   
Ferris W. Mapes  
Vice President

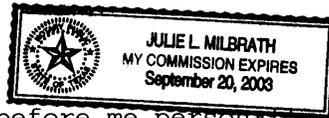
STATE OF MARYLAND )  
 ) SS.:  
COUNTY OF BALTIMORE )

On this 27<sup>th</sup> day of December, 2000, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Vice President of ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association 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 association.

*Richard K. Baulig*  
.....  
Notary Public

My commission expires 4/13/02

STATE OF TEXAS )  
 ) SS.:  
COUNTY OF Dallas )



On this 11<sup>th</sup> day of December, 2000, before me personally appeared *Ferris W. Mapes*, to me personally known, who, by me being duly sworn, says that he is a *Vice President* of TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION, that the foregoing 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.

*Julie L. Milbrath*  
.....  
Notary Public

My commission expires September 20, 2003