

RECORDATION NO. 22302-A FILED

MAR 20 '01 2:44 PM  
TS  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

March 20, 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 December 13, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease which was previously filed with the Board under Recordation Number 22302.

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

Debtor: Prime Financial Corporation  
16 South Pennsylvania  
Oklahoma City, Oklahoma 73107

Secured Party: Transamerica Business Credit Corporation  
5080 Spectrum Drive, Suite 1100H  
Addison, Texas 75001

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

Twenty-six (26) aluminum railcars within the series ECDX 6021 - ECDX 6207 not inclusive.

Mr. Vernon A. Williams  
March 20, 2001  
Page 2

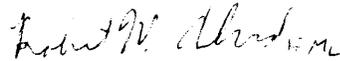
A short summary of the document to appear in the index is:

, dated as of , 2001, between Prime Financial Corporation, Debtor, and Transamerica Business Credit Corporation, Secured Party, covering twenty-six (26) aluminum railcars within the series ECDX 6021 - ECDX 6207 not inclusive.

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.

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

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures

**MEMORANDUM OF SECURITY AGREEMENT**

Memorandum of Security Agreement, made and entered into as of December 13, 2000 between Prime Financial Corporation ("Debtor") and Transamerica Business Credit Corporation ("Secured Party").

**WITNESSETH:**

The undersigned have entered into that certain security agreement, dated as of December 13, 2000, by which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit 1 attached hereto tot the Secured Party in order to secure the Debtor's performance of its obligations as described in the 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.

PRIME FINANCIAL CORPORATION

By   
Name: Tony M. Shelton  
Title:

TRANSAMERICA BUSINESS CREDIT CORPORATION

By   
Name: DANIEL R. FLUHARTY  
Title: VICE PRESIDENT

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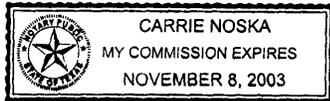
State of Oklahoma )  
                  Cleveland ss:  
County of ~~Oklahoma~~ )

On this 28th day of February, 2001, before me personally appeared Tony M. Shelby, to me personally known, who being duly sworn, stated that he is Vice President of Prime Financial 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.

Yvonne M. Sherman  
Notary Public in and for  
the State of Oklahoma  
My Commission Expires: 09/09/04

State of Texas )  
                  ) ss:  
County of Dallas )

On this 15th day of March, 2001, before me personally appeared Daniel R. Fluharty, to me personally known, who being duly sworn, stated that he is Vice President of Transamerica Business Credit 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.



Carrie Noska  
Notary Public in and for  
the State of Texas

**EXHIBIT A****CARS**

<b>Railcar Number</b>	<b>Date Built</b>	<b>Mandatory Retire Date</b>	<b>Capacity Gallons</b>	<b>Tons</b>	<b>Metal Makeup</b>
ECDX6021	Nov 89	12/31/2029	17,420	95	Aluminum
ECDX6022	Nov 89	12/31/2029	17,390	95	Aluminum
ECDX6023	Nov 89	12/31/2029	17,391	95	Aluminum
ECDX6024	Nov 89	12/31/2029	17,379	95	Aluminum
ECDX6026	Nov 89	12/31/2029	17,395	95	Aluminum
ECDX6033	Mar 91	12/31/2031	17,417	95	Aluminum
ECDX6027	Jul 90	12/31/2030	17,403	95	Aluminum
ECDX6028	Jul 90	12/31/2030	17,381	95	Aluminum
ECDX6029	Jul 90	12/31/2030	17,391	95	Aluminum
ECDX6030	Jul 90	12/31/2030	17,406	95	Aluminum
ECDX6031	Jul 90	12/31/2030	17,372	95	Aluminum
ECDX6032	Jul 90	12/31/2030	17,424	95	Aluminum
ECDX6014	Jun 63	12/31/2013	16,014	90	Aluminum
ECDX6015	Jun 63	12/31/2013	16,032	90	Aluminum
ECDX6016	Feb 64	12/31/2014	16,028	90	Aluminum
ECDX6017	Feb 64	12/31/2014	16,064	90	Aluminum
ECDX6018	Feb 79	12/31/2019	17,119	95	Aluminum
ECDX6019	Feb 79	12/31/2019	17,128	95	Aluminum
ECDX6020	Nov 79	12/31/2019	17,108	95	Aluminum
ECDX6200	Jun 69	12/31/2009	20,509	120	Aluminum
ECDX6201	Jul 69	12/31/2009	20,519	120	Aluminum
ECDX6202	Sep 69	12/31/2009	20,537	120	Aluminum
ECDX6203	Sep 69	12/31/2009	20,526	120	Aluminum
ECDX6204	Aug 69	12/31/2009	20,542	120	Aluminum
ECDX6205	Sep 69	12/31/2009	20,534	120	Aluminum
ECDX6207	Sep 69	12/31/2009	20,575	120	Aluminum