

THOMPSON  
HINE & FLORY LLP

*Attorneys at Law*

RECORDATION NO. 23340 FILED

JAN 17 '01 11-28 AM  
TS  
SURFACE TRANSPORTATION BOARD

January 17, 2001

**VIA HAND DELIVERY**

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

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of Memorandum of Master Security Agreement, as Supplemented (the "Memorandum of Security Agreement") dated as of December 29, 2000, by and between Vincent A. Kolber, an individual resident of Illinois ("Debtor"), and Heller Financial Leasing, Inc. ("Secured Party"), a primary document not previously recorded.

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

DEBTOR: Vincent A. Kolber  
Three First National Plaza  
Suite 777  
Chicago, IL 60602

SECURED PARTY: Heller Financial Leasing, Inc.  
500 West Monroe Street  
Chicago, IL 60661

A description of the railroad equipment covered by the enclosed document is: 105, 100 ton rotary dump gondola railroad cars bearing the following marks and numbers: OFSX 84001-84110 (excluding 84017, 84033, 84045, 84060 and 84075). The instant Memorandum of Security Agreement evidence of record that certain Master Security Agreement between Debtor and Secured Party, dated as of December 29, 2000, pursuant to which Debtor grants to Secured Party a continuing lien and security interest in the said gondola railroad cars. The said cars are also the subject of a lease under Recordation No. 19075, and an Assignment and Security Agreement in favor of Secured Party under Recordation No. 19075-A as amended, both recorded on November 29, 1994.

1920 N Street, N.W. Washington, D.C. 20036-1601 202-331-8800 fax 331-8330

BRUSSELS, BELGIUM CINCINNATI CLEVELAND COLUMBUS DAYTON PALM BEACH WASHINGTON, D.C.

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Honorable Vernon A. Williams  
Secretary, STB  
January 17, 2001  
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A short summary of the document to appear in the STB Index follows:

Memorandum of Master Security Agreement, as  
Supplemented between Vincent A. Kolber, an  
individual, the Debtor, and Heller Financial  
Leasing, Inc., the Secured Party, covering 105, 100  
ton rotary dump gondola railroad cars bearing the  
following marks and numbers: OFSX 84001-84110  
(excluding 84017, 84033, 84045, 84060 and  
84075).

Enclosed is a remittance in the amount of \$26.00 for the required recording fees.

Once the filing has been made, please return to bearer the stamped counterparts not  
needed for your files, together with the fee receipt and letter from the Secretary acknowledging  
the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III  
*Attorney for Purposes of this Filing for  
Vincent A. Kolber, an individual, and  
Heller Financial Leasing, Inc.*

Enclosure

113498.1  
049849.03

**MEMORANDUM OF MASTER SECURITY AGREEMENT,  
AS SUPPLEMENTED**

This Memorandum of Master Security Agreement, as supplemented (this "Memorandum of Security Agreement") is entered into as of December 29, 2000 by and between Vincent A. Kolber, an individual resident of Illinois, whose business address is Three First National Plaza, Suite 777, Chicago, Illinois 60602 (the "Borrower"), and Heller Financial Leasing, Inc., a Delaware corporation, whose address is 500 West Monroe Street, Chicago, Illinois 60661 (the "Lender").

WHEREAS, the Borrower and the Lender are entering into that certain Master Security Agreement, dated as of December 29, 2000, pursuant to which, among other things, Borrower is granting and conveying to Lender a continuing lien and security interest in 105, 100-ton rotary dump gondola railroad cars bearing the following marks and numbers: OFSX 84001-84110 (excluding 84017, 84033, 84045, 84060 and 84075), as described in Collateral Schedule No. 1 to the said Master Security Agreement.

IN WITNESS WHEREOF, the parties wish to show for the public record the security interest in the said railroad cars in favor of the Lender and, accordingly, have caused this Memorandum of Security Agreement to be executed by their officers thereunto duly authorized, as of the date first above written.

Vincent A. Kolber  
BORROWER

By 

HELLER FINANCIAL LEASING, INC.

By 

Name: JOSEPH B. WILLIAMS

Title: VICE PRESIDENT

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SURFACE TRANSPORTATION BOARD

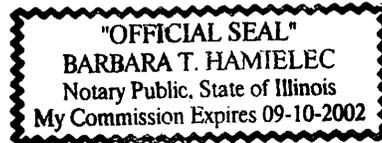
STATE OF ILLINOIS

COUNTY OF COOK

On this 15<sup>th</sup> day of January, 2001, before me personally appeared Vincent A. Kolber to me personally known to be the person described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.

  
\_\_\_\_\_  
Notary Public

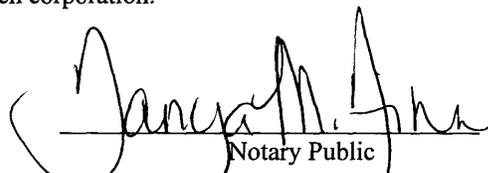
My Commission Expires: 09.10.2002.



STATE OF ILLINOIS

COUNTY OF COOK

On this 15<sup>th</sup> day of January, 2001, before me personally appeared Joseph B. Williams to me personally known, who, being duly sworn, did say that he is Vice President of Heller Financial Leasing, Inc., and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the fee act and deed of such corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 10/25/2003

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