

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

RECORDATION NO. **23360** FILED

JAN 24 '01 2-42 PM  
TS  
SURFACE TRANSPORTATION BOARD

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

lgitomer@bjllp.com

January 24, 2001

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 January 22, 2001. 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 and induction test vehicle numbered SRS 901.

BALL JANIK LLP

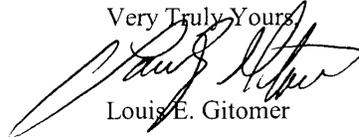
Honorable Vernon A. Williams  
January 24, 2001  
Page 2

A fee of \$ 27.00 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 and induction test vehicle numbered SRS 901.

Very Truly Yours

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written in a cursive style.

Louis E. Gitomer

Enclosures

RECORDATION NO. 23360 PAGES

MEMORANDUM  
OF LOAN AND SECURITY AGREEMENT

JAN 24 '01 2-42 PM

**SURFACE TRANSPORTATION BOARD**

The parties hereto entered into that certain Loan and Security Agreement (the "Agreement") dated as of 1-22-01, 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 22 day of January.

BANC ONE LEASING CORPORATION

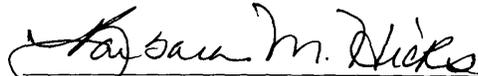
BY: *Wm Adams*  
ITS: *Funding Authority*

Sperry Rail, Inc.

BY: *Janet S. Furlong*  
ITS: *ero*

STATE OF ~~OHIO~~ Connecticut  
Fairfield ) ss.  
COUNTY OF ~~DELAWARE~~ )

On this 22 day of January, 2008, before me personally appeared Archie B. Finley, to me personally known, who being by me duly sworn, says that he is the CFO 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.

  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

BARBARA M. HICKS  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MAR. 31, 2005

STATE OF OHIO )  
 ) ss.  
COUNTY OF DELAWARE )

On this 28<sup>th</sup> day of Jun 2000, before me personally appeared Erin Adams, to me personally known, who being by me duly sworn, says that he is the Funding Authority 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.



LAURA M. NOBLE  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES OCT. 15, 2001

Laura A Noble  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

# Banc One Leasing Corporation

SCHEDULE A-1

QUANTITY	DESCRIPTION	PAGE
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1

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

1	HI-RAIL INSPECTION & INDUCTION TEST VEHICLE, INCLUDING 2000 STERLING TRUCK CHASSIS (VIN# 2FZHLB0YAB44243) FAIRMONT TAMPER SERIES 3000 VERTICAL FRONT HI RAIL KIT, APPOINTMENTS, HARDWARE & ACCESSORIES CONTAINED UPON AND WITHIN Unit number SRS 901.	
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TOGETHER WITH ALL ATTACHMENTS, ADDITIONS, ACCESSIONS, PARTS, REPAIRS, IMPROVEMENTS, REPLACEMENTS AND SUBSTITUTIONS THERETO.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Loan and Security Agreement dated as of January 22, 2001 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.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', written over a horizontal line.

Louis E. Gitomer  
January 22, 2001