

2400 IDS CENTER  
80 SOUTH EIGHTH STREET  
MINNEAPOLIS, MINNESOTA 55402  
TELEPHONE (612) 334-8400  
FACSIMILE (612) 334-8650

# BRIGGS AND MORGAN

PROFESSIONAL ASSOCIATION

WRITER'S DIRECT DIAL

(612) 334-8530

WRITER'S E-MAIL

tlee@briggs.com

February 19, 2001



## VIA CERTIFIED MAIL

Surface Transportation Board  
Office of the Secretary  
1925 K Street, NW  
Washington, DC 20423-0001

RECORDATION NO. 23412 FILED  
MAR 19 '01 3-42 PM  
TS  
SURFACE TRANSPORTATION BOARD

**Re: Recordation of Security Interest in Rolling Stock**

Dear Secretary:

I have enclosed an original and one copy of the document described below (the "Record Document"), to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. The Record Document is a Memorandum of Security Agreement, a primary document, dated February 14, 2001. The names and addresses of the parties to the Record Document are as follows:

SECURED PARTY:	U.S. Bank National Association 601 Second Avenue South Minneapolis, MN 55402-4302
GRANTORS:	Northern Rail Car Leasing, Inc. 5300 North 33 <sup>rd</sup> Street Milwaukee, WI 53209-9229
	Wisconsin & Southern Railroad, Co. 5300 North 33 <sup>rd</sup> Street Milwaukee, WI 53209-9229

A description of the equipment covered by the Record Document is set forth on Exhibit A attached hereto. A fee of \$26.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to the undersigned at the address shown above. A short summary of the Record Document to appear in the index follows:

1255029.2

**BRIGGS AND MORGAN**

February 19, 2001  
Page 2

Memorandum of Security Agreement by and between Northern Rail Car Leasing, Inc., a Wisconsin corporation and Wisconsin & Southern Railroad, Co., a Wisconsin corporation, as grantors, and U.S. Bank National Association, a national banking association, as secured party, dated February 14, 2001 and covering, among other things, certain railroad cars and other rolling stock more particularly described on Exhibit A attached hereto.

Please contact the undersigned if you have any questions or comments regarding any of the foregoing.

Very truly yours,



Todd D. Lee

Enclosures

cc: Mr. Raoul Booton (via facsimile; w/ encl.)

2400 IDS CENTER  
80 SOUTH EIGHTH STREET  
MINNEAPOLIS, MINNESOTA 55402  
TELEPHONE (612) 334-8400  
FACSIMILE (612) 334-8650

# BRIGGS AND MORGAN

PROFESSIONAL ASSOCIATION

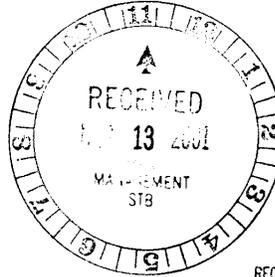
WRITER'S DIRECT DIAL

(612) 334-8530

WRITER'S E-MAIL

tlee@briggs.com

March 6, 2001



**VIA CERTIFIED MAIL**

Surface Transportation Board  
1925 K Street NW, Suite 700  
Washington, DC 20423  
Attn: Ms. Taledia Stokes

RECORDATION NO 23412 FILED

MAR 19 '01 3-4 2 PM

**SURFACE TRANSPORTATION BOARD**

**Re: Documents to be Recorded with the Surface Transportation Board**

Dear Ms. Stokes:

Pursuant to our telephone conversation earlier today, enclosed please find the following:

1. A check in the amount of \$1.00, relating to that certain Release of Security Interest in Rolling Stock sent for recordation with the Surface Transportation Board under cover of a transmittal letter dated February 16, 2001; and
2. A check in the amount of \$1.00, relating to that certain Memorandum of Security Agreement sent for recordation with the Surface Transportation Board under cover of a transmittal letter dated February 19, 2001.

We had enclosed a filing fee of \$26.00 with each of the foregoing documents, unaware that as of January 10, 2001, the filing fee had been increased to \$27.00 per document.

If you have any questions, please call me.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Todd D. Lee', written over a horizontal line.

Todd D. Lee

TDL/skl  
Enclosures

1265236v1

SAINT PAUL OFFICE ■ FIRST NATIONAL BANK BUILDING ■ WWW.BRIGGS.COM  
MEMBER — LEX MUNDI, A GLOBAL ASSOCIATION OF INDEPENDENT LAW FIRMS

## EXHIBIT A

### Railroad Cars and Other Rolling Stock

#### Car # (no recording marks)

Dome car amt 800 148  
Sleeping car amt 800 149  
Dormitory car amt 800 150  
Baggage car amt 800 151  
City of HO (passenger car - Sys. No. 693)  
City of MI (passenger car - Sys. No. 694)  
City of MI (passenger car - Sys. No. 1034)

WSOR	753	WSOR	505002
WSOR	Switch 1001	WSOR	505003
WSOR	1001	WSOR	505004
WSOR	1002	WSOR	505005
WSOR	1003	WSOR	505006
WSOR	1201	WSOR	505008
WSOR	6585	WSOR	505009
WSOR	501312	WSOR	503251 RBL
WSOR	501315	WSOR	10-A 10A Repai
WSOR	501344	WSOR	4060 Locomotive
WSOR	501345	WSOR	71A EMD Diesel
WSOR	501401	WSOR	1848 Locomotive
WSOR	501402	WSOR	2004 SD 20 LOCO
WSOR	503022	WSOR	2008 SD 20 LOCO
WSOR	503031	WSOR	2009 SD 20 LOCO
WSOR	503074	WSOR	2012 SD 20 LOCO
WSOR	503125	WSOR	2015 SD 20 LOCO
WSOR	503187	WSOR	2016 SD 20 LOCO
WSOR	503195	WSOR	751 E Locomotive
WSOR	503221	WSOR	1202 E Locomotive

WSOR	505001		WSOR	502001	93840 MILW
WSOR	7053	Open Top O	WSOR	7091	Open Top O
WSOR	7051	Open Top O	WSOR	7092	Open Top O
WSOR	7054	Open Top O	WSOR	7098	Open Top O
WSOR	7055	Open Top O	WSOR	7108	Open Top O
WSOR	7058	Open Top O	WSOR	7103	Open Top O
WSOR	7059	Open Top O	WSOR	7066	Open Top O
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WSOR	7067	Open Top O	WSOR	134	Ballast Ca
WSOR	7068	Open Top O	WSOR	136	Ballast Ca
WSOR	7069	Open Top O	WSOR	504227	100 Ton Op
WSOR	7070	Open Top O	WSOR	504200	100 Ton Op
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WSOR	7090	Open Top O	WSOR	504221	100 Ton Op
WSOR	504230	100 Ton Op	WSOR	504242	100 Ton Op
WSOR	504207	100 Ton Op	WSOR	504224	100 Ton Op
WSOR	504214	100 Ton Op	WSOR	504112	Major over

WSOR	504204	100 Ton Op	WSOR	504206	Major over
WSOR	504213	100 Ton Op	WSOR	7001	Open Top O
WSOR	504233	100 Ton Op	WSOR	7002	Open Top O
WSOR	504222	100 Ton Op	WSOR	7003	Open Top O
WSOR	504234	100 Ton Op	WSOR	7004	Open Top O
WSOR	504209	100 Ton Op	WSOR	7006	Open Top O
WSOR	504231	100 Ton Op	WSOR	7007	Open Top O
WSOR	504205	100 Ton Op	WSOR	7008	Open Top O
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WSOR	504237	100 Ton Op	WSOR	7022	Open Top O
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WSOR	504240	100 Ton Op	WSOR	7036	Open Top O
WSOR	504241	100 Ton Op	WSOR	7037	Open Top O
WSOR	7038	Open Top O	WSOR	12137	Rebuild WS
WSOR	7039	Open Top O	WSOR	101505	Box Cars
WSOR	7041	Open Top O	WSOR	101511	Box Cars
WSOR	7042	Open Top O	WSOR	101551	Box Cars
WSOR	7043	Open Top O	WSOR	101558	Box Cars
WSOR	7044	Open Top O	WSOR	101566	Box Cars
WSOR	7045	Open Top O	SOO	377	Used GP-7

WSOR	7046	Open Top O	SOO	411	Used GP-9
WSOR	7047	Open Top O	ITGX	8010	Ballast Ca
WSOR	7050	Open Top O	ITGX	8014	Ballast Ca
WSOR	7099	Ore Jennie	ITGX	8016	Ballast Ca
WSOR	7097	Ore Jennie	ITGX	8020	Ballast Ca
WSOR	7096	Ore Jennie	DMIR	30526	Open Top O
WSOR	7050	Ore Jennie	CNW	810002	Ore Jennie
WSOR	7091	Ore Jennie	CNW	810008	Ore Jennie
WSOR	7086	Ore Jennie	CNW	810019	Ore Jennie
WSOR	7094	Ore Jennie	CNW	810025	Ore Jennie
WSOR	7085	Ore Jennie	CNW	810028	Ore Jennie
WSOR	7088	Ore Jennie	CNW	810043	Ore Jennie
WSOR	7092	Ore Jennie	CNW	810064	Ore Jennie
WSOR	7093	Ore Jennie	CNW	810067	Ore Jennie
WSOR	7095	Ore Jennie	CNW	810129	Ore Jennie
WSOR	7089	Ore Jennie	CNW	810160	Ore Jennie
WSOR	7087	Ore Jennie	CNW	810166	Ore Jennie
WSOR	7090	Ore Jennie	CNW	810174	Ore Jennie
WSOR	50411		CNW	810293	Ore Jennie
CNW	810368	Ore Jennie	HELX	10069	
CNW	810390	Ore Jennie	HELX	10071	
CNW	810393	Ore Jennie	HELX	10072	
CNW	810423	Ore Jennie	HELX	10074	
CNW	810491	Ore Jennie	HELX	10078	
TN	9002	Covered ho	HELX	10088	
TN	9003	Covered ho	HELX	10093	
TN	9004	Covered ho	HELX	10101	
TN	9011	Covered ho	HELX	10102	
TN	9012	Covered ho	HELX	10105	
TN	9013	Covered ho	HELX	10106	

HELX	10001	HELX	10110
HELX	10002	HELX	10127
HELX	10004	HELX	10129
HELX	10009	HELX	10131
HELX	10011	HELX	10133
HELX	10024	HELX	10134
HELX	10026	HELX	10138
HELX	10038	HELX	10143
HELX	10039	HELX	10147
HELX	10041	HELX	10168
HELX	10042	HELX	10178
HELX	10054	HELX	10188
HELX	10056	HELX	10191
HELX	10058	HELX	01097
HELX	10066	HELX	10205
HELX	10206	HELX	10214

**MEMORANDUM OF SECURITY AGREEMENT**

THIS MEMORANDUM OF SECURITY AGREEMENT, dated as of February 14, 2001, is made by and between NORTHERN RAIL CAR LEASING, INC., a Wisconsin corporation and WISCONSIN & SOUTHERN RAILROAD CO., a Wisconsin corporation (the "Grantors") and U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Secured Party").

**RECITALS:**

1. As collateral security for certain financial accommodations made or to be made by the Secured Party to the Grantors, the Grantors have executed in favor of the Secured Party a certain Security Agreement dated June 5, 2000 (the "Security Agreement").
2. In order to facilitate the perfection of certain of the security interests created by the Security Agreement, the Grantors and the Secured Party desire to give notice of the existence of the Security Agreement.

**AGREEMENTS:**

NOW, THEREFORE, in consideration of the sum of ONE and NO/100 Dollar (\$1.00) and other good and valuable consideration, the nature, receipt and sufficiency of which is hereby acknowledged, the Grantors and the Secured Party hereby agree as follows:

- A. Grantors are party to the above-described Security Agreement, pursuant to which Grantors have granted to the Secured Party a security interest in, among other things, all of the Grantors' right, title and interest in and to the Grantors' machinery and equipment, whether now or hereafter owned, existing, arising or acquired and wherever located, including without limitation the railroad cars and other rolling stock listed on Exhibit A attached hereto.
- B. The current mailing addresses of the Grantors and the Secured Party are set forth on the signature pages that follow.
- C. This Memorandum of Security Agreement has been executed and delivered by the Grantors and the Secured Party for the purpose of recording with the Surface Transportation Board and giving notice that a security interest in railroad cars and other rolling stock has been granted by the Grantors in favor of the Secured Party in accordance with the terms, covenant and conditions of the Security Agreement.
- D. The terms and conditions of the Security Agreement are incorporated into this Memorandum of Security Agreement as if set forth fully herein.

1257026.1

RECORDATION NO. 23412 FILED

MAR 19 '01 3-4 2 PM

**SURFACE TRANSPORTATION BOARD**

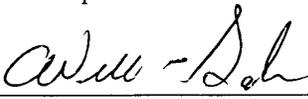


IN WITNESS WHEREOF, the Grantors and the Secured Party have executed this Memorandum of Security Agreement as of the date and year first above written.

GRANTORS:

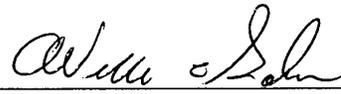
NORTHERN RAIL CAR LEASING, INC., a  
Wisconsin corporation

Address:  
5300 North 33<sup>rd</sup> Street  
Milwaukee, WI 53209-9229

By:   
Its: CEO

WISCONSIN & SOUTHERN RAILROAD, CO.,  
a Wisconsin corporation

Address:  
5300 North 33<sup>rd</sup> Street  
Milwaukee, WI 53209-9229

By:   
Its: CEO

SECURED PARTY:

U.S. BANK NATIONAL ASSOCIATION, a  
national banking association

Address:  
601 Second Avenue South  
Minneapolis, MN 55402-4302

By:   
Its: RM

STATE OF Wisconsin )  
COUNTY OF Milwaukee ) ss.

On this 14 day of February, 2001, before me, the undersigned officer, personally appeared Bill Gardner, to me personally known, who being by me duly sworn, says that he is the OWNER/CEO of NORTHERN RAIL CAR LEASING, INC., a Wisconsin corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara J. Larson

Notary Public

My commission expires:

11-17-2002

STATE OF Wisconsin )  
COUNTY OF Milwaukee ) ss.

On this 14 day of February, 2001, before me, the undersigned officer, personally appeared William Gardner, to me personally known, who being by me duly sworn, says that he is the PRESIDENT / CEO of WISCONSIN & SOUTHERN RAILROAD, CO., a Wisconsin corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara J. Larson  
Notary Public

My commission expires:

11-17-2002

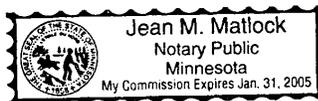
STATE OF Minnesota )  
 ) ss.  
COUNTY OF Hennepin )

On this 14 day of February, 2001, before me, the undersigned officer, personally appeared Raoul BORTON, to me personally known, who being by me duly sworn, says that he is the RM of U.S. BANK NATIONAL ASSOCIATION, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jean M Matlock  
Notary Public

My commission expires:

1.31.2005



## EXHIBIT A

### Railroad Cars and Other Rolling Stock

#### Car # (no recording marks)

Dome car amt 800 148  
Sleeping car amt 800 149  
Dormitory car amt 800 150  
Baggage car amt 800 151  
City of HO (passenger car - Sys. No. 693)  
City of MI (passenger car - Sys. No. 694)  
City of MI (passenger car - Sys. No. 1034)

WSOR	753	WSOR	505002
WSOR	Switch 1001	WSOR	505003
WSOR	1001	WSOR	505004
WSOR	1002	WSOR	505005
WSOR	1003	WSOR	505006
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WSOR	6585	WSOR	505009
WSOR	501312	WSOR	503251 RBL
WSOR	501315	WSOR	10-A 10A Repai
WSOR	501344	WSOR	4060 Locomotive
WSOR	501345	WSOR	71A EMD Diesel
WSOR	501401	WSOR	1848 Locomotive
WSOR	501402	WSOR	2004 SD 20 LOCO
WSOR	503022	WSOR	2008 SD 20 LOCO
WSOR	503031	WSOR	2009 SD 20 LOCO
WSOR	503074	WSOR	2012 SD 20 LOCO
WSOR	503125	WSOR	2015 SD 20 LOCO
WSOR	503187	WSOR	2016 SD 20 LOCO
WSOR	503195	WSOR	751 E Locomotive
WSOR	503221	WSOR	1202 E Locomotive

WSOR	505001		WSOR	502001	93840 MILW
WSOR	7053	Open Top O	WSOR	7091	Open Top O
WSOR	7051	Open Top O	WSOR	7092	Open Top O
WSOR	7054	Open Top O	WSOR	7098	Open Top O
WSOR	7055	Open Top O	WSOR	7108	Open Top O
WSOR	7058	Open Top O	WSOR	7103	Open Top O
WSOR	7059	Open Top O	WSOR	7066	Open Top O
WSOR	7060	Open Top O	WSOR	7105	Open Top O
WSOR	7061	Open Top O	WSOR	7089	Open Top O
WSOR	7062	Open Top O	WSOR	7080	Open Top O
WSOR	7063	Open Top O	WSOR	7052	Open Top O
WSOR	7067	Open Top O	WSOR	134	Ballast Ca
WSOR	7068	Open Top O	WSOR	136	Ballast Ca
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WSOR	7075	Open Top O	WSOR	504229	100 Ton Op
WSOR	7081	Open Top O	WSOR	504216	100 Ton Op
WSOR	7083	Open Top O	WSOR	504201	100 Ton Op
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WSOR	7090	Open Top O	WSOR	504221	100 Ton Op
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WSOR	504207	100 Ton Op	WSOR	504224	100 Ton Op
WSOR	504214	100 Ton Op	WSOR	504112	Major over

WSOR	504204	100 Ton Op	WSOR	504206	Major over
WSOR	504213	100 Ton Op	WSOR	7001	Open Top O
WSOR	504233	100 Ton Op	WSOR	7002	Open Top O
WSOR	504222	100 Ton Op	WSOR	7003	Open Top O
WSOR	504234	100 Ton Op	WSOR	7004	Open Top O
WSOR	504209	100 Ton Op	WSOR	7006	Open Top O
WSOR	504231	100 Ton Op	WSOR	7007	Open Top O
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WSOR	504219	100 Ton Op	WSOR	7032	Open Top O
WSOR	504218	100 Ton Op	WSOR	7035	Open Top O
WSOR	504240	100 Ton Op	WSOR	7036	Open Top O
WSOR	504241	100 Ton Op	WSOR	7037	Open Top O
WSOR	7038	Open Top O	WSOR	12137	Rebuild WS
WSOR	7039	Open Top O	WSOR	101505	Box Cars
WSOR	7041	Open Top O	WSOR	101511	Box Cars
WSOR	7042	Open Top O	WSOR	101551	Box Cars
WSOR	7043	Open Top O	WSOR	101558	Box Cars
WSOR	7044	Open Top O	WSOR	101566	Box Cars
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WSOR	7046	Open Top O	SOO	411	Used GP-9
WSOR	7047	Open Top O	ITGX	8010	Ballast Ca
WSOR	7050	Open Top O	ITGX	8014	Ballast Ca
WSOR	7099	Ore Jennie	ITGX	8016	Ballast Ca
WSOR	7097	Ore Jennie	ITGX	8020	Ballast Ca
WSOR	7096	Ore Jennie	DMIR	30526	Open Top O
WSOR	7050	Ore Jennie	CNW	810002	Ore Jennie
WSOR	7091	Ore Jennie	CNW	810008	Ore Jennie
WSOR	7086	Ore Jennie	CNW	810019	Ore Jennie
WSOR	7094	Ore Jennie	CNW	810025	Ore Jennie
WSOR	7085	Ore Jennie	CNW	810028	Ore Jennie
WSOR	7088	Ore Jennie	CNW	810043	Ore Jennie
WSOR	7092	Ore Jennie	CNW	810064	Ore Jennie
WSOR	7093	Ore Jennie	CNW	810067	Ore Jennie
WSOR	7095	Ore Jennie	CNW	810129	Ore Jennie
WSOR	7089	Ore Jennie	CNW	810160	Ore Jennie
WSOR	7087	Ore Jennie	CNW	810166	Ore Jennie
WSOR	7090	Ore Jennie	CNW	810174	Ore Jennie
WSOR	50411		CNW	810293	Ore Jennie
CNW	810368	Ore Jennie	HELX	10069	
CNW	810390	Ore Jennie	HELX	10071	
CNW	810393	Ore Jennie	HELX	10072	
CNW	810423	Ore Jennie	HELX	10074	
CNW	810491	Ore Jennie	HELX	10078	
TN	9002	Covered ho	HELX	10088	
TN	9003	Covered ho	HELX	10093	
TN	9004	Covered ho	HELX	10101	
TN	9011	Covered ho	HELX	10102	
TN	9012	Covered ho	HELX	10105	
TN	9013	Covered ho	HELX	10106	

HELX	10001	HELX	10110
HELX	10002	HELX	10127
HELX	10004	HELX	10129
HELX	10009	HELX	10131
HELX	10011	HELX	10133
HELX	10024	HELX	10134
HELX	10026	HELX	10138
HELX	10038	HELX	10143
HELX	10039	HELX	10147
HELX	10041	HELX	10168
HELX	10042	HELX	10178
HELX	10054	HELX	10188
HELX	10056	HELX	10191
HELX	10058	HELX	01097
HELX	10066	HELX	10205
HELX	10206	HELX	10214