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APR 26 2002

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

OF COUNSEL
URBAN A. LESTER

April 26, 2002

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 two (2) copies of a Memorandum of Security Agreement, dated as of April 19, 2002, a primary document, as defined in the Board's Rules for the Recordation of Documents.

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

Borrower: Fadale and Associates, Inc.
8023 Pebble Creek Lane West
Ponte Vedra, FL 32082

Secured Party: Wachovia Bank, N.A.
301 S. Tryon Street
Charlotte, NC 28288

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

Four GP 40-3 locomotives FEC 450 – FEC 453, inclusive

Mr. Vernon A. Williams
April 26, 2002
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A short summary of the document to appear in the index is:

Memorandum of Security Agreement

Also enclosed is a check in the amount of \$30.00 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,

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

Robert W. Alvord

RWA/anr
Enclosures

APR 26 '02

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**MEMORANDUM OF SECURITY AGREEMENT
(Surface Transportation Board)**

THIS MEMORANDUM OF SECURITY AGREEMENT ("Memorandum") dated as of April 19, 2002 is between FADALE AND ASSOCIATES, INC., (the "Borrower") and WACHOVIA BANK, NATIONAL ASSOCIATION (the "Bank").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Borrower has granted to the Bank a first priority security interest in certain railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Security Agreement dated as of April 19, 2002 between Borrower and Bank (hereinafter together as amended, modified and or replaced from time to time as the "Security Agreement").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WACHOVIA BANK, NATIONAL
ASSOCIATION

By: Kevin N. Cannon
Name: Kevin N. Cannon
Title: Vice-President

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

The foregoing Memorandum of Security Agreement was acknowledged before me, the undersigned Notary Public, in the County of Camden this 10th day of April, 2002 by Kevin N. Cannon, as Vice-President of Wachovia Bank, National Association.

Jean Ombly
Notary Public

Notary Public, Camden County, Georgia
My commission expires My Commission Expires Aug. 30, 2003

[Notarial Seal]

SCHEDULE 1

DESCRIPTION OF RAILCARS

NUMBER OF RAILCARS	MANUFACTURER	MODEL	TYPE	ROAD NUMBERS
four (4)		GP40-3		FEC 450, 451, 452, 453

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4-26-02



Robert W. Alvord