

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

May 3, 2002

RECORDED IN 23973 FILED

Julia Farr, Esq.
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

MAY 7 '02 2-2 PM
SURFACE TRANSPORTATION BOARD

Dear Ms. Farr:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Loan Agreement, dated as of April 17, 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:

Secured Party: U.S. Bancorp Equipment Finance, Inc.
7659 SW Mohawk Street
Tulatin, Oregon 97062

Debtor: Consolidated Oil & Transportation Company,
Inc.
6565 South Dayton
Englewood, Colorado 80111

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

Twenty-eight (28) tank cars: AMRX 101 - AMRX 128.

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

Memorandum of Loan Agreement.

Julia Farr, Esq.
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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 cursive script, appearing to read "Edward M. Luria".

Edward M. Luria

RWA/anm
Enclosures

Exhibit "A"

TO MEMORANDUM OF LOAN AGREEMENT

Twenty Eight (28) 1989 23,500 Gallon, coiled and insulated Railroad Tank Cars manufactured by Trinity, identification numbers: AMRX 101-128;

TOGETHER WITH ALL REPLACEMENTS, PARTS, REPAIRS, ADDITIONS, ACCESSIONS AND ACCESSORIES INCORPORATED THEREIN OR AFFIXED OR ATTACHED THERETO AND ANY AND ALL PROCEEDS OF THE FOREGOING, INCLUDING, WITHOUT LIMITATION, INSURANCE RECOVERIES.

6/00