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RECORDATION NO. 24483-A FILED
JUL 15 '03 11:47 AM
SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

July 15, 2003

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 Subordination of Railcar Mortgage and Security Agreement, a secondary document, dated as of June 9, 2003. The primary document to which this is connected is recorded under Recordation No. 24483. We request that one copy of this document be recorded under Recordation No. 24483-A.

The name and address of the party to the Subordination of Railcar Mortgage and Security Agreement is:

Secured Party:

Banc One Mezzanine Corporation
120 South LaSalle Street, 6th Floor
Chicago, IL 60603

A description of the equipment covered by the Subordination of Railcar Mortgage and Security Agreement consists of 71 tank cars numbered EAGX 19001-19071, inclusive.

A fee of \$ 30.00 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

BALL JANIK LLP

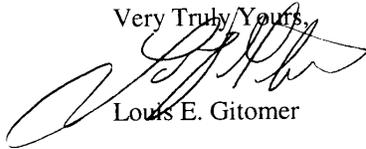
Honorable Vernon A. Williams

July 15, 2003

Page 2

A short summary of the document to appear in the index follows: a Subordination of Railcar Mortgage and Security Agreement by Banc One Mezzanine Corporation, 120 South LaSalle Street, 6th Floor, Chicago, IL 60603, covering 71 tank cars numbered EAGX 19001-19071, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", written over the typed name "Louis E. Gitomer".

Louis E. Gitomer

Enclosures

SUBORDINATION OF RAILCAR MORTGAGE AND SECURITY AGREEMENT

This SUBORDINATION OF RAILCAR MORTGAGE AND SECURITY AGREEMENT ("Subordination") is granted as of June 9, 2003 by **Banc One Mezzanine Corporation**, a Delaware corporation ("Secured Party") with its principal place of business at 120 South LaSalle Street, 6th Floor, Chicago, Illinois 60603.

RECITALS:

- A. **Eaglebrook Inc.** ("Mortgagor"), a Delaware corporation with its principal place of business at 4801 Southwick Drive, Suite 200, Matteson, Illinois 60443 entered into a Railcar Mortgage and Security Agreement, dated as of June 9, 2003, in favor of Secured Party, which was filed with the Surface Transportation Board on June 12, 2003, at 11:00 AM EDT, under Recordation No. 24481, pursuant to which Mortgagor granted to Secured Party an interest in the railroad freight cars described on Exhibit A attached hereto (the "Cars").
- B. Mortgagor has granted to **Banc One Leasing Corporation** ("Leasing") and **Bank One N.A.** ("Bank") security interests in the Cars, pursuant to a Security Agreement dated as of June 09, 2003, a memorandum of which was filed with the Surface Transportation Board on June 12, 2003, at 03:07 PM EDT, under Recordation No. 24483.

NOW THEREFORE, FOR VALUE RECEIVED, the Secured Party agrees as follows:

Pursuant to the Debt Subordination and Intercreditor Agreement dated as of June 9, 2003, and this Subordination, Secured Party's interest in the Cars is subordinate to the interests of Leasing and Bank, evidenced by the Memorandum of Security Agreement dated as of June 09, 2003, and filed with the Surface Transportation Board on June 12, 2003, at 03:07 PM EDT, under Recordation No. 24483.

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IN WITNESS WHEREOF, Secured Party has caused this Subordination to be duly executed all as of the date above written, and the undersigned signatories each hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

WITNESSES:

**BANC ONE MEZZANINE CORPORATION,
Secured Party**

By: _____
Print Name: _____

By: 
Print Name: Michael J. Nevord
Its: Managing Director

By: _____
Print Name: _____

DATE: 7-8-03

ACKNOWLEDGMENT

State of Illinois)
) ss.
County of Cook)

On this 8 day of July, 2003, before me personally appeared Michael J. Record, to me personally known, who, being by me duly sworn, did say that he/she is a Managing Director of **BANC ONE MEZZANINE CORPORATION**, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.


Notary Public

My commission expires:

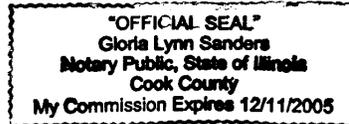


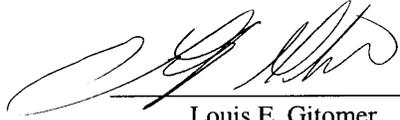
EXHIBIT A

The Cars

71 tank cars, bearing marks and numbers EAGX 19001 through EAGX 19071, inclusive

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Subordination of Railcar Mortgage and Security Agreement dated as of June 9, 2003, 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', is written over a horizontal line.

Louis E. Gitomer
July 15, 2003