

RECORDATION NO 21458-B FILED

JUL 28 '03

11-37 AM

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SURFACE TRANSPORTATION BOARD

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

20036

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July 28, 2003

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 three (3) copies of a Memorandum of Security Agreement, dated as of July 2, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Lease of Railroad which was previously filed with the Board under Recordation Number 21458.

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

Debtor: Pivotal Enterprises Corporation
400, 900 - 6th Avenue S.W.
Calgary, Alberta T2P3K2
Canada

Secured Party: National Bank of Canada
1000, 407 - 8th Avenue S.W.
Calgary, Alberta T2P 1E5
Canada

Mr. Vernon A. Williams
July 28, 2003
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A description of the railroad equipment covered by the enclosed document is:

Fifty seven (57) tank railcars bearing PIVX reporting marks and road numbers 32800-32826, 32828, 32829, 32900-32916, 32918-32922 and 32924-32929.

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

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,



Robert W. Alvord

RWA/anr
Enclosures

REGISTRATION NO. 21458B FILED

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SURFACE TRANSPORTATION BOARD

July
July 2

MEMORANDUM OF SECURITY AGREEMENT dated as of June 2, 2003, between

PIVOTAL ENTERPRISES CORPORATION (hereinafter called the **Debtor**),
400, 900 - 6th Avenue S.W.
Calgary, Alberta T2P 3K2
CANADA

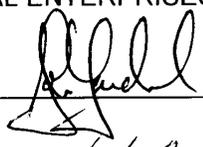
and

NATIONAL BANK OF CANADA (hereinafter called the **Secured Party**),
1000, 407 - 8th Avenue S.W.
Calgary, Alberta T2P 1E5
CANADA

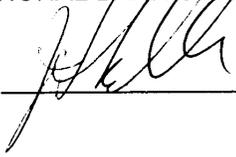
The Debtor and the Secured Party are entering into a General Security Agreement dated as of June 2, 2003, and one or more supplements thereto, pursuant to which the Debtor grants to the Secured Party **all of the Debtor's right, title and interest in "equipment" whether now existing or hereafter arising or acquired**, and wherever located including, but not limited to, the railcars particularly described in Schedule 1 hereto, together with all personal property derived directly or indirectly from any dealing with the equipment or its proceeds, including the right to an insurance payment or any other payment as indemnity or compensation for loss of or damage to the equipment or proceeds of the equipment.

The parties wish to show for the public record the security interest in the aforesaid property in favor of the Secured Party, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

PIVOTAL ENTERPRISES CORPORATION,

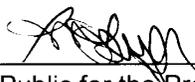
By: 

NATIONAL BANK OF CANADA,

By: 

PROVINCE OF ALBERTA)
) SS.:
)

On this 2nd day of July, 2003, before me personally appeared John Yandel, to me personally known, who, by me being duly sworn, says that he is President of PIVOTAL ENTERPRISES CORPORATION, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public for the Province of Alberta

EDWARD J. ...
BARRISTER & SOLICITOR

My commission expires *at the Pleasure of the Lieutenant - Governor of the Province of Alberta*

PROVINCE OF ALBERTA)
) SS.:
)

On this 22 day of July, 2003, before me personally appeared Jerry Sadler, to me personally known, who, by me being duly sworn, says that he is Sr. Account Mgr. of NATIONAL BANK OF CANADA, that the foregoing instrument was signed on behalf of said Chartered Bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.



Notary Public for the Province of Alberta

JAMES D. McFARLANE
BARRISTER & SOLICITOR

My commission expires

SCHEDULE 1

Fifty seven (57) tank railcars bearing PIVX reporting marks and road numbers 32800-32826, 32828, 32829, 32900, 32918-32922 and 32924-32929.

