

RECORDATION NO. 24134A FILED

DEC 15 '03 4-54 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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

December 15, 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 two (2) copies of an Amended Memorandum of Mortgage, dated as of December 15, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage which was previously filed with the Board under Recordation Number 24134.

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

Principal Lessee: The Clarksville Leasing Partnership, LLP  
c/o Rail Wagon Leasing Limited  
Queensgate House  
P.O. Box 1093 GT  
Georgetown  
Grand Cayman  
Cayman Islands

Principal Lessor: Silentdale Limited  
c/o Lloyds TSB Leasing Limited  
25 Gresham Street  
London EC2V 7HN  
United Kingdom

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Indenture Trustee: HSH Nordbank AG  
(successor to Landesbank Schleswig-Holstein  
Girozentrale)  
Martensdamm 6  
D-24103 Kiel  
Germany

A description of the railroad equipment covered by the enclosed document is the same as that covered by the original Memorandum of Mortgage, namely:

1076 railcars: AOK 14105 – AOK 14170, FLCX 200200 – FLCX 200429,  
IBT 18400 – IBT 18849, PSTX 5000 – PSTX 5030, PSTX 8001 – PSTX  
8250 and WE 2600 – WE 2649.

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

Amended Memorandum of Mortgage.

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/anm  
Enclosures

AMENDED MEMORANDUM OF MORTGAGE

Amended Memorandum of Mortgage, made and entered into as of December 15, 2003, among **THE CLARKESVILLE LEASING PARTNERSHIP, LLP** (the "**Principal Lessee**"), **SILENTDALE LIMITED** (the "**Principal Lessor**") and **HSH NORDBANK AG**, as successor to Landesbank Schleswig-Holstein Girozentrale, as Indenture Trustee under the Trust Indenture referred to below (together with its successors and permitted assigns, the "**Indenture Trustee**") which amends the Memorandum of Mortgage, made and entered into as of September 30, 2002 between the Principal Lessee and the Indenture Trustee (the "**Original Memorandum of Mortgage**"). Terms used in this instrument have the meanings assigned thereto in the Trust Indenture and Security Agreement (U.S. INTOL RAIL V) dated as of September 30, 2002 (the "**Trust Indenture**") among the Principal Lessee, the Principal Lessor, the Indenture Trustee, Last Train Limited, Rail Wagon Leasing Limited, Lloyds TSB Leasing Limited and HSH Nordbank AG, as successor to Landesbank Schleswig-Holstein Girozentrale, as initial lender, as supplemented and amended by Trust Indenture and Security Agreement Supplement No. 1 dated as December 15, 2003.

Principal Lessor and Principal Lessee have entered into the Trust Indenture, by which Principal Lessor and Principal Lessee (or either of them, as the case may be) have granted to the Indenture Trustee, in order to secure the obligations set forth in the Trust Indenture, a first priority security interest in, *inter alia*, all of their right, title and interest in, to and under:

(a) certain railroad equipment bearing reporting marks as listed in the Original Memorandum of Mortgage (collectively, the "**Units**");

(b) each lease referred to in the Original Memorandum of Mortgage (as amended, modified or supplemented, collectively, the "**Initial Leases**") and any other lease entered into by Principal Lessee or the Principal Lessor with respect to the Units; and

(c) that certain Principal Railcar Lease Agreement (INTOL V Restructuring) dated as of December 15, 2003, as amended, modified or supplemented, by which Principal Lessor has leased the Units to Principal Lessee, and Principal Lessee has leased the Units from Principal Lessor, in each case subject to the Initial Leases.

\* \* \*

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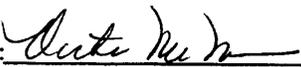
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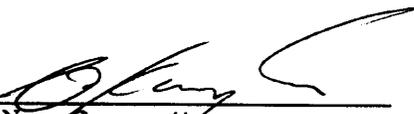
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Principal Lessee and the Principal Lessor have caused this memorandum to be duly executed by its officer duly authorized as of the date and year first above written.

**THE CLARKESVILLE LEASING  
PARTNERSHIP, LLP**, as Principal Lessee  
by Rail Wagon Leasing Limited, its general  
partner

By:   
Name: Victoria McManus  
Title: Director

**SILENTDALE LIMITED,**  
as Principal Lessor

By:   
Name: Owen Harrington  
Title: Attorney in fact

STATE OF NEW YORK            )  
  )  
COUNTY OF NEW YORK        )

On the 15<sup>th</sup> day of December in the year 2003 before me personally came Victoria McManus to me known, who, being by me duly sworn, did depose and say that she resides at 230 Park Avenue, New York, NY 10169; that she is a director of Clarkesville Leasing Partnership, LLP, the partnership described in and which executed the above instrument; and that she signed her name thereto by authority of the partners of said partnership.

FRANCIS BYUN  
NOTARY PUBLIC, State of New York  
No. 018Y6088750  
Certificate Filed in New York County  
Commission Expires March 17, 2007

  
Notary Public

[Notarial Seal]

STATE OF NEW YORK       )  
  )  
COUNTY OF NEW YORK     )

On the 15<sup>th</sup> day of December in the year 2003 before me personally came Owen Harrington to me known, who, being by me duly sworn, did depose and say that he resides at 25 Gresham Street, London EC2V 7HN; that he is the attorney in fact duly appointed of Silentdale Limited, the company described in and which executed the above instrument; and that he signed his name thereto by authority of said company.

**FRANCIS BYUN**  
**NOTARY PUBLIC, State of New York**  
**No. 01BY6088750**  
**Certificate Filed in New York County**  
**Commission Expires March 17, 2017**

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

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: \_\_\_\_\_

12/15/03



\_\_\_\_\_  
Robert W. Alvord