

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307

FACSIMILE 202-783-6947

RECORDATION NO. 24909 FILED

APR 14 '04

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SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@dc.bjllp.com

April 14, 2004

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 Memorandum of Security Agreement, a primary document, dated as of March 31, 2004. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Secured Party:

Bank of America, N.A.
144 East Main Street
P.O. Box 469
Salisbury, MD 21801

Borrower:

Inter-Rail Transport, Inc.
15 Lawyers Row
Centreville, MD 21617

A description of the equipment covered by the Memorandum of Security Agreement consists of two locomotives numbered IRLX 1001 and 1002.

BALL JANIK LLP

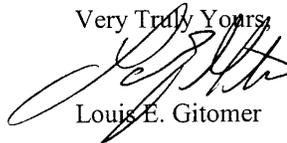
Honorable Vernon A. Williams
April 14, 2004
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A fee of \$30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Memorandum of Security Agreement between Bank of America, N.A., 144 East Main Street, P.O. Box 469, Salisbury, MD 21801, and Inter-Rail Transport, Inc., 15 Lawyers Row, Centreville, MD 21617, covering two locomotives numbered IRLX 1001, and 1002.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 24707 FILED

APR 14 '04

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MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Security Agreement, dated as of March 31, 2004, by and between INTER-RAIL TRANSPORT, INC. ("Owner Borrower") and BANK OF AMERICA, N.A. ("Lender").

1. The Lender has made a loan (the "Loan") to the Owner Borrower and certain affiliates thereof (collectively the "Borrowers") pursuant to a Loan and Security Agreement, dated as of March 31, 2004 (the "Security Agreement").

2. Pursuant to the Security Agreement, Owner Borrower grants to Lender a security interest in all of Owner Borrower's right, title and interest in and to (among other things), (a) the locomotives (the "Locomotives") as more fully described in attached Exhibit A, including, without limitation, all equipment, inventory, or other property comprising the same, together with all related software (embedded therein or otherwise) and general intangibles, all additions, attachments, accessories and accessions thereto whether or not originally furnished with the Locomotives and all substitutions and replacements thereof, (iii) all leases, subleases, railcar utilization agreements, and (iv) any and all insurance and/or other proceeds of the afore-described property and other collateral.

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT to be executed by its duly authorized officer as of the date first above written.

BANK OF AMERICA, N.A.
as Lender

By: _____
Name:
Title:



INTER-RAIL TRANSPORT, INC.
as Owner Borrower

By: _____
Name:
Title:



JW RICKETTS
PRESIDENT

STATE OF Maryland)
) to wit:
CITY/COUNTY OF Wicomico)

I hereby certify that on this 31 day of March, 2004, before me, the undersigned Notary Public of said State, personally appeared MONTY SAYLER, who acknowledged himself to be the SVP of BANK OF AMERICA, N.A., and acknowledged that he, as such SVP, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of BANK OF AMERICA, N.A. by himself as SVP.

IN WITNESS MY Hand and Notarial Seal.



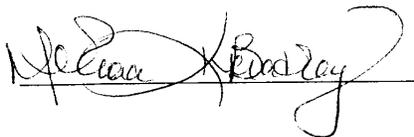
NOTARY PUBLIC

My Commission Expires: 10-6-04

STATE OF MARYLAND)
) to wit:
CITY/COUNTY OF Wicomico)

I hereby certify that on this 31 day of March, 2004, before me, the undersigned Notary Public of said State, personally appeared JW RICKETS who acknowledged himself to be the PRESIDENT of INTER-RAIL TRANSPORT, INC., and acknowledged that he, as such PRESIDENT, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of INTER-RAIL TRANSPORT, INC. by himself as PRESIDENT.

IN WITNESS MY Hand and Notarial Seal.



NOTARY PUBLIC

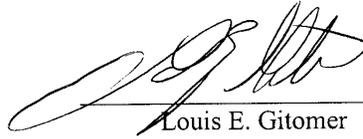
My Commission Expires: 10-6-04

EXHIBIT A
DESCRIPTION OF RAILCAR

Locomotive Reporting Mark	Owner Borrower
IRLX 1002	Inter-Rail Transport, Inc.
IRLX 1001	Inter-Rail Transport, Inc.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Security Agreement dated as of March 31, 2004, 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.



Louis E. Gitomer
April 14, 2004