

haynesboone

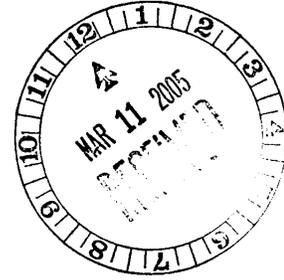
March 10, 2005

RECORDATION NO. 25495 FILED

MAR 14 '05

2-25 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Right of First Refusal Agreement

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and one (1) certified true copy of a Memorandum of Right of First Refusal Agreement, dated March 1, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. I have compared the copy with the original and declare under penalty of perjury under the laws of the United States of America, that such copy is true and correct. The names and addresses of the parties to the enclosed documents are:

Lender:	CMC Steel Fabricators, Inc.	Borrower:	Safety Railway Service, L.P.	FVNB:	First Victoria National Bank
	Steel Mill Road		P.O. Box 1819		P.O. Box 1338
	P.O. Box 911		Victoria, Texas 77902		Victoria, Texas 77902
	Seguin, Texas 78156-0911				

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

Locomotive SRS 143, Model No.: D00 7180, Serial No.: 68M-79.

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

Memorandum of Right of First Refusal Agreement, dated March 1, 2005, entered into by and among Safety Railway Service, L.P., CMC Steel Fabricators, Inc. and First Victoria National Bank, covering Locomotive SRS 143, Model No. D00 7180, Serial No. 68M-79.

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 one (1) stamped original of the enclosed document along with the additional copies to Haynes and Boone, LLP, 901 Main Street, Suite 3100, Attention: Steven D. Bremer, Dallas, Texas 75202. If you have any question regarding the above-referenced matter, please contact me (214) 651-5672. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Steven D. Bremer".

Steven D. Bremer, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202

Enclosures

1322986_1.DOC

**MEMORANDUM OF RIGHT OF FIRST REFUSAL AGREEMENT
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RIGHT OF FIRST REFUSAL AGREEMENT ("**Memorandum**") dated as of March 1, 2005 is among Safety Railway Service, L.P., a Texas limited partnership ("**Borrower**"), CMC Steel Fabricators, Inc., a Texas corporation ("**Lender**") and First Victoria National Bank ("**FVNB**").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Borrower and FVNB have granted to Lender a right of first refusal in that certain locomotive identified on Schedule 1 attached hereto (the "**Locomotive**") under that certain Right of First Refusal Agreement dated as of the date hereof, among Borrower, Lender and FVNB (hereinafter together as amended, modified and or replaced from time to time as the "**Right of First Agreement**").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

*[The remainder of this page is intentionally left blank.
Signature page follows]*



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

Borrower:

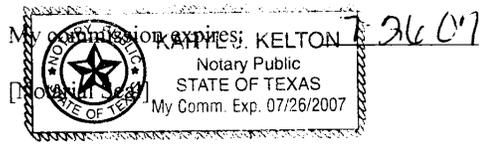
SAFETY RAILWAY SERVICE, L.P.

By: Safety Railway Service L.P.
Name: Dennis McKeenolds
Title: Managing Member

STATE OF TX)
COUNTY OF Victoria) ss:

The foregoing Memorandum of Security Agreement was acknowledged before me, the undersigned Notary Public, in the County of Victoria this 1st day of March, 2005 by Dennis McKeenolds as General Partner of Borrower.

Karyl J. Kelton
Notary Public



Lender:

CMC STEEL FABRICATORS, INC.

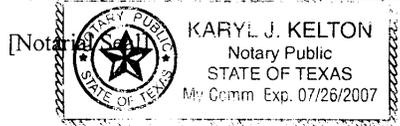
By: Russell B. King
Name: Russell B. King
Title: COO CMC STEEL GROUP

STATE OF TX)
COUNTY OF Victoria) ss:

The foregoing Memorandum of Security Agreement was acknowledged before me, the undersigned Notary Public, in the County of Victoria this 1st day of March, 2005 by Russell B. King as COO CMC Steel Group of [Name].

Karyl J. Kelton
Notary Public

My commission expires: 7-26-07



FVNB:

FIRST VICTORIA NATIONAL BANK

By: [Signature]
Name: DAVID YEATES
Title: ASSISTANT VICE PRESIDENT

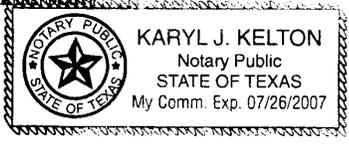
STATE OF TX)
COUNTY OF Victoria) ss:

The foregoing Memorandum of Security Agreement was acknowledged before me, the undersigned Notary Public, in the County of Victoria this 1st day of March, 2005 by David Yeates, as APP of [Name].

[Signature]
Notary Public

My commission expires: 7-26-07

[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF RAILCARS

NUMBER OF LOCOMOTIVES	MANUFACTURER	MODEL	SERIAL NO.	ROAD NUMBERS
1	General Motors Electro-Motive Division	D00 7180	68M-79	SRS 143