

haynesboone

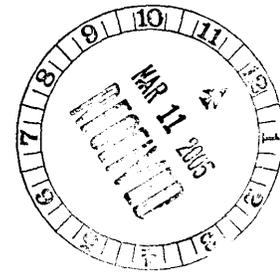
March 10, 2005

RECORDATION NO. 25496 FILED

MAR 14 '05

2-43 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 Security 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 Security 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.
Steel Mill Road	P.O. Box 1819
P.O. Box 911	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 Security Agreement, dated March 1, 2005, entered into by Safety Railway Service, L.P., as Borrower, and CMC Steel Fabricators, Inc., as Lender, 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 black ink that reads "Steven D. Bremer".

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

Enclosures

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MAR 14 '05 2-43 PM

MEMORANDUM OF SECURITY AGREEMENT
SURFACE TRANSPORTATION BOARD (Surface Transportation Board)



THIS MEMORANDUM OF SECURITY AGREEMENT ("*Memorandum*") dated as of March 1, 2005 is between Safety Railway Service, L.P., a Texas limited partnership ("*Borrower*") and CMC Steel Fabricators, Inc., a Texas corporation ("*Lender*").

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

- A. Borrower has granted to Lender a first priority security interest in that certain locomotive identified on Schedule 1 attached hereto (the "*Locomotive*") under that certain Pledge, Assignment and Security Agreement dated as of the date hereof, between Borrower and Lender (hereinafter together as amended, modified and or replaced from time to time as the "*Security 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:

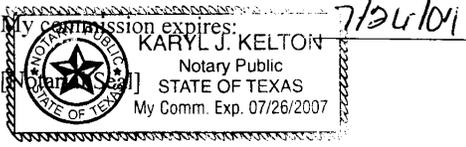
SAFETY RAILWAY SERVICE, L.P.

By: Safety Railway Service G.P., LLC
Name: Dennis McKeaynolds
Title: Managing Member
Dennis McKeaynolds

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 McKeaynolds as General Partner of Borrower.

Karyl J. Kelton
Notary Public



Lender:

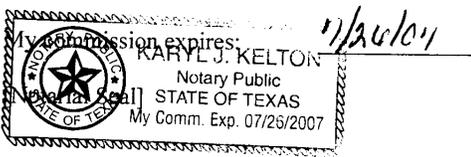
CMC STEEL FABRICATORS, INC

By: Russell B. Ryan
Name: Russell B. Ryan
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. Ryan as COO CMC of [Name].
Steel Group

Karyl J. Kelton
Notary Public



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