

# OSTER Researching Services

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August 26, 2005



RECORDATION NO. 25805 FILED

AUG 06 '05

1-42 PM

Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Security Agreement dated 2/23/05 including the following parties and railroad equipment:

Secured Party: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue So.  
Investors Building, #700  
Minneapolis, MN 55402

Debtor: Lone Star Locomotive Leasing, LLC  
1303 CR 118B  
Burnet, TX 78611

Equipment: 12, Used Locomotives  
JTPX 2002, 1708-1712, 903-906, 1675  
NIS 1261

Please record this agreement as a primary document. The filing fee of \$33 is enclosed.  
Thank you.

Summary: Memorandum of Security Agreement dated 2/23/05 between Wells Fargo Equipment Finance, Inc. as Secured Party and Lone Star Locomotive Leasing, LLC as Debtor including 12, Locomotives as listed above, a primary document.

Sincerely,

Mary Ann Oster  
Research Consultant

Enclosure

AUG-25-2005 THU 04:05 PM WELLS FARGO EQF

FAX NO. 6123161862

P. 01



Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402

### Memorandum of Security Agreement

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 23rd day of February, 2005, by and between Lone Star Locomotive Leasing, LLC, a Texas corporation ("Debtor"), and WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota Corporation ("Secured Party").

A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of February 23<sup>rd</sup>, 2005 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated February 23, 2005 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

(a) Twelve (12) Locomotives with the following markings described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract or otherwise, in respect of any defect in the Railcars or any part thereof;

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

Wells Fargo Equipment Finance, Inc.

By:

Its:

Lone Star Locomotive Leasing, LLC

By:

Its: Member

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1-42 PM

SURFACE TRANSPORTATION BOARD

AUG-25-2005 THU 04:05 PM WELLS FARGO EQF

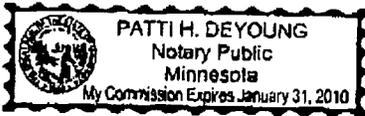
FAX NO. 6123161862

P. 02

STATE OF Minnesota  
COUNTY OF Hennepin

On this 28<sup>th</sup> day of Feb, <sup>2005</sup>~~2004~~, before me, a Notary Public of the City and State aforesaid, personally appeared Jacqueline P Barragan to me personally known, who being by me duly sworn, says that he is the AVP of Wells Fargo Equip. Finance, Inc. an Minnesota corporation, the foregoing instrument was signed on behalf of said corporation 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 corporation.

AS WITNESS my hand and notarial seal.



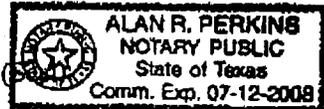
Patti H DeYoung  
Notary Public

My commission expires:

STATE OF Texas  
COUNTY OF Burnet

On this 28<sup>th</sup> day of Feb, 2005, before me a Notary Public of the City and State aforesaid, personally appeared Chad to me personally known who being by me duly sworn, says that (he/she) is a \_\_\_\_\_ of \_\_\_\_\_, that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Alan R Perkins  
Notary Public

My commission expires: 07/12/08

AUG-25-2005 THU 04:05 PM WELLS FARGO EQF

FAX NO. 6123161862

P. 03

WELLS  
FARGO

Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402

**Schedule A**  
to Memorandum of  
Security Agreement

Debtor: Lone Star Locomotive Leasing, LLC

Twelve (12) Used Locomotives as further described below:

One (1) GP38-2 bearing reporting mark: JTPX2002

Five (5) GP10's bearing reporting marks: JTPX1708  
JTPX1709  
JTPX1710  
JTPX1711  
JTPX1712

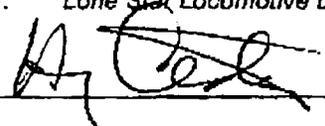
Four (4) SW900's bearing reporting marks: JTPX903  
JTPX904  
JTPX905  
JTPX906

One (1) SW1200 bearing reporting mark: NIS1261

One (1) GP-9 bearing reporting mark: JTPX1675

Dated: February 23, 2005

Debtor: Lone Star Locomotive Leasing, LLC

By: 

Its: Member

