

RECORDATION NO. 27447 FLUID

APR 03 '08 -11 15 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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ELIAS C ALVORD (1842)  
ELLSWORTH C ALVORD (1864)

April 3, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of April 2, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Administrative Agent: JPMorgan Bank, N.A.  
Commercial Building  
120 South LaSalle Street, 2nd Floor  
Chicago, IL 60661

Grantors: KaMin LLC  
KaMin Parent LLC  
822 Huber Drive  
Macon, GA 31217

Anne K. Quinlan, Esquire  
April 3, 2008  
Page 2

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

All rolling stock of the Grantors WHETHER NOW OWNED OR  
HEREAFTER ACQUIRED.

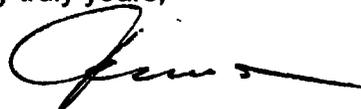
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$35.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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## MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF SECURITY AGREEMENT ("Memorandum") dated as of April 2, 2008 is between JPMorgan Chase Bank, N.A., as administrative agent (in such capacity, the "Administrative Agent") for the benefit of the Secured Parties (as defined in the Credit Agreement referred to in the Security Agreement)), KaMin LLC, a Delaware limited liability company (the "Borrower"), and KaMin Parent LLC, a Delaware limited liability company ("Parent") (the Borrower and Parent are herein collectively called the "Grantors" and each, individually, a "Grantor"), respecting that certain Security Agreement dated as of April 2, 2008, made by the Grantors in favor of the Administrative Agent.

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

- A. The Grantors and the Administrative Agent hereby affirm and acknowledge that the Grantors have granted the Administrative Agent, on behalf of itself and the Secured Parties, a first priority security interest in all assets of the Grantors, including any lease and sublease interests (other than "Excluded Collateral" as defined in the Security Agreement, which includes, inter alia, equipment subject to capital leases prohibited from being used as collateral under the terms of the applicable lease agreement) relating to railcars, locomotives and other rolling stock, whether now owned or hereafter acquired, effective as of April 2, 2008, and subject to the terms of 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 written above.
- C. This Memorandum may be executed in counterparts, and each such counterpart shall be binding on all parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of this 1<sup>st</sup> day of April, 2008, but to be effective as of the first date herein above written.

JPMORGAN CHASE BANK, N.A.

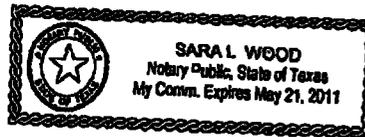
By: [Signature]  
Name: Lindsey M. Hester  
Title: Vice President

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ )      ss

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 1<sup>st</sup> day of April, 2008, by Lindsey M. Hester, as Vice President of JPMorgan Chase Bank, N.A..

[Signature]  
Notary Public

My commission expires: May 21, 2011



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

KAMIN LLC

By: [Signature]  
Name: Thomas D. Chambers  
Title: President

KAMIN PARENT LLC

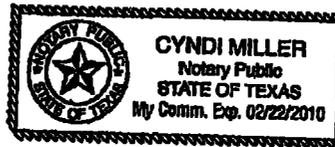
By: [Signature]  
Name: Thomas D. Chambers  
Title: President

State of Texas            )  
                                  )    ss  
County of Tarrant        )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 1st day of April, 2008, by Thomas D. Chambers, as President of Kamin LLC.

[Signature]  
Notary Public

My commission expires: 02/22/2010



State of Texas            )  
                                  )    ss  
County of Tarrant        )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 1st day of April, 2008, by Thomas D. Chambers as President of Kamin Parent LLC.

[Signature]  
Notary Public

My commission expires: 02/22/2010

**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: 4/3/08



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