

OSTER
Researching Services
12897 Colonial Drive • Mt. Airy, MD 21771
Office/Fax: 301-253-6040
maryannoster@comcast.net

RECORDATION NO. 27542 FILED

June 26, 2008

JUN 26 '08 -1 51 PM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
395 E Street SW
Washington, D.C. 20423

Dear Madam:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Security Agreement dated 5/22/08 involving the following parties and railroad equipment:

Secured Party:	Wells Fargo Equipment Finance, Inc. 733 Marquette Avenue So. Minneapolis, MN 55402
Debtor:	Bob Atnip 15902 Brampton Court Spring, TX 77370
Equipment:	75, Tank Cars TEAX 2202-3433, NI TEIX 236-242; 25005-33713, NI

Please record this agreement as a primary document. The filing fee of \$35 is enclosed.
Summary: Memorandum of Security Agreement dated 5/22/08 between Wells Fargo Equipment Finance, Inc. as Secured Party and Bob Atnip as Debtor including 75 Tank Cars.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

RECORDATION NO. 27542 FILED



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

JUN 26 '08

-1 5 Memorandum of Security Agreement

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 22nd day of May, by and between Bob Atnip, ("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 May 22, 2008 (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 May 22, 2008 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) Seventy-Five (75) Rail Tank Cars 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.

Bob Atnip, Debtor

By: [Signature]
Its: [Signature]

By: Bob Atnip

STATE OF Texas
COUNTY OF Harris

On this 25th day of June, 2008, before me, a Notary Public of the City and State aforesaid, personally appeared Bob Atrop, to me personally known, who being by me duly sworn, says that he is the _____ of _____, an _____ 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.



Deena A. Poteet
Notary Public

My commission expires:

STATE OF Michigan
COUNTY OF Hendricks

On this 25th day of June, 2008, before me a Notary Public of the City and State aforesaid, personally appeared Jacqueline Campbell, me personally known who being by me duly sworn, says that (he/she) is a VP of Wells Fargo Equipment Co.; 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.

Michael Alex Underwood
Notary Public

(Seal)

My commission expires: 11/21/13





Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Schedule A
For Memorandum of Security Agreement

Contract Number 0229485-700 dated as of May 22, 2008

Debtor: Bob Atmp

Equipment Description: Seventy-Five (75) Used Rail Tank Cars marked as follows, including all attachments and accessories.

Car Number	Car Type	Date Built
TEAX 2202	111A100W3	1979
TEAX 2203	111A100W3	1979
TEAX 2205	111A100W3	1980
TEAX 2207	111A100W3	1980
TEAX 2213	111A100W3	1980
TEAX 2214	111A100W3	1980
TEAX 2217	111A100W3	1980
TEAX 2220	111A100W3	1980
TEAX 2221	111A100W3	1980
TEAX 2222	111A100W3	1980
TEAX 2224	111A100W3	1980
TEAX 2225	111A100W3	1980
TEAX 2226	111A100W3	1980
TEAX 2230	111A100W3	1980
TEAX 2231	111A100W3	1980
TEAX 2232	111A100W3	1980
TEAX 2234	111A100W3	1975
TEAX 2235	111A100W3	1977
TEAX 2237	111A100W3	1977
TEAX 2238	111A100W3	1979
TEAX 3018	111A100W1	1982
TEAX 3401	105J300W	1980
TEAX 3426	112J400W	1974
TEAX 3433	105J300W	1980
TEIX 236	112J400W	1980
TEIX 237	112J400W	1980
TEIX 238	112J400W	1980
TEIX 239	112J400W	1980
TEIX 240	112J400W	1980
TEIX 241	112J400W	1980
TEIX 242	112J400W	1980
TEIX 25005	111A100W3	1997
TEIX 25006	111a100W1	1997
TEIX 25051	111A100W3	1999
TEIX 25076	111A100W3	2000
TEIX 25112	111A100W3	2002
TEIX 26007	111A100W1	1980
TEIX 26008	111A100W1	1980
TEIX 26009	111A100W1	1980
TEIX 26010	111A100W1	1980
TEIX 26011	111A100W1	1980
TEIX 30011	111A100W1	1995



TEIX 30018	111A. 100W1	1995
TEIX 30019	111A100W1	1995
TEIX 30020	111A100W1	1995
TEIX 30021	111A100W1	1995
TEIX 30044	111A100W1	1997
TEIX 30045	111A100W1	1997
TEIX 30059	111A100W1	1982
TEIX 30060	111A100W1	1982
TEIX 30061	111A100W1	1982
TEIX 30062	111A100W1	1982
TEIX 30064	111A100W1	1982
TEIX 30097	111A100W1	1980
TEIX 30098	111A100W1	1980
TEIX 30099	111A100W1	1980
TEIX 30101	111A100W1	1980
TEIX 30118	111A100W1	1991
TEIX 30122	111A100W1	1994
TEIX 30123	111A100W1	1994
TEIX 30155	111A100W1	2002
TEIX 30197	111A100W1	2003
TEIX 33526	112J340W	1997
TEIX 33527	112J340W	1997
TEIX 33549	112J340W	1992
TEIX 33550	112J340W	1992
TEIX 33590	112J340W	2001
TEIX 33639	112J340W	2003
TEIX 33641	112J340W	2003
TEIX 33642	112J340W	2003
TEIX 33643	112J340W	2003
TEIX 33710	112J340W	2004
TEIX 33711	112J340W	2004
TEIX 33712	112J340W	2004
TEIX 33713	112J340W	2004

Equipment originally located at: Various Locations, Houston TX 77062 North America ^{7A}

Dated: May 22, 2008

Debtor: Bob Atnip

By: Bob Atnip