

RECORDATION NO. 27565-9 FILED

NOV 21 '08 -11 00 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

November 21, 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 Supplement No. 6, dated as of November 21, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27565 and the Memorandum of Lease previously filed with the Board under Recordation Number 27593.

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

Borrower: Continental Railcar Leasing 2008, LLC
c/o Macquarie Rail Inc.
233 South Wacker Drive, Suite 5300
Chicago, IL 60606

Security Trustee: Bank of Utah
200 E. South Temple, Suite 210
Salt Lake City, UT 84111

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document
is:

Railcars within the series GTW 187936 - GTW 188120 as more
particularly set forth in the attachment to the document.

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

Memorandum of Security Agreement Supplement No. 6.

Also enclosed is a check in the amount of \$41.00 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,



Robert W. Alvord

RWA/sem
Enclosures

NOV 21 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 6

This Memorandum of Security Agreement Supplement No. 6 (this "Memorandum") is executed as of November 21, 2008, by and between **CONTINENTAL RAILCAR LEASING 2008, LLC**, a Delaware limited liability company (the "Borrower") and **BANK OF UTAH**, a Utah corporation, as security trustee for the Lenders (as defined in the Security Agreement, as defined below) (together with any successor trustee, the "Security Trustee").

The Borrower, the Agent (as defined in the Security Agreement), the Security Trustee and the Lenders (as defined in the Security Agreement) have entered into a Security Agreement dated as of July 10, 2008 (as from time to time amended, modified or supplemented, the "Security Agreement") by which the Borrower has granted a security interest to the Security Trustee for the benefit of the Lenders (as defined in the Security Agreement) in all assets of the Borrower, whether now owned or hereafter arising or acquired.

The Memorandum of Security Agreement was recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) on July 11, 2008 at 10:45 a.m. under Recordation Number 27565 and this Memorandum of Security Agreement Supplement No.6 is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 (a).

The Borrower and the Security Trustee have entered into a Security Agreement Supplement No. 6 dated as of November 21, 2008 (the "Supplement") by which the Borrower has granted a security interest to the Security Trustee for the benefit of the Lenders (as defined in the Security Agreement) in all assets of the Borrower whether now owned or hereafter arising or acquired, including without limitation, certain railroad equipment described on and bearing reporting marks and road numbers as provided on Exhibit A (the "Railcars") and certain leases relating to such Railcars as described on Exhibit B (the "Leases").

The purpose of this Memorandum is to give record notice of the existence of the security interest of the Security Trustee in the Railcars and the Leases, and all terms and conditions of the Security Agreement are incorporated by reference herein.

This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

[signature page to follow]

[Memorandum of Security Agreement Supplement]

IN WITNESS WHEREOF, the undersigned have caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

**CONTINENTAL RAILCAR LEASING
2008, LLC, as Borrower**

By: Continental Railcar Leasing, LLC, its
sole member

By:



Name: David M. Edwards

Title: Director

[Memorandum of Security Agreement Supplement]

ACKNOWLEDGMENT

STATE OF ILLINOIS)
)
COUNTY OF COOK)

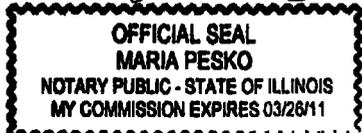
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared David Edwards, who upon oath, acknowledged himself to be a Director of CONTINENTAL RAILCAR LEASING 2008, LLC, a Delaware limited liability company, and that he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of the Delaware limited liability company by himself as such officer of CONTINENTAL RAILCAR LEASING 2008, LLC.

WITNESS my hand and official seal this 18th day of November, 2008.

MY COMMISSION EXPIRES:

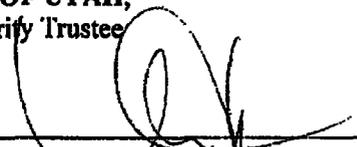
Notary Public

Maria Pesko



[Memorandum of Security Agreement Supplement]

**BANK OF UTAH,
as Security Trustee**

By: 

Name: Michael Hogan

Title: Vice President

ACKNOWLEDGMENT

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Michael Hoggen, who upon oath, acknowledged himself to be a Vice President of BANK OF UTAH, a Utah corporation, and that he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of such Utah corporation by himself as such officer of BANK OF UTAH.

WITNESS my hand and official seal this ___ day of November, 2008.

MY COMMISSION EXPIRES:

Notary Public

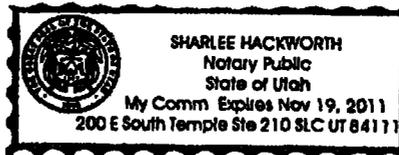


EXHIBIT A

to Memorandum of Security Agreement Supplement No. 6

RAILCARS

| | | | | | |
|-----|--------|-----|--------|-----|--------|
| GTW | 187936 | GTW | 188064 | GTW | 188099 |
| GTW | 188012 | GTW | 188065 | GTW | 188100 |
| GTW | 188016 | GTW | 188066 | GTW | 188102 |
| GTW | 188028 | GTW | 188067 | GTW | 188103 |
| GTW | 188029 | GTW | 188068 | GTW | 188104 |
| GTW | 188030 | GTW | 188069 | GTW | 188105 |
| GTW | 188031 | GTW | 188070 | GTW | 188106 |
| GTW | 188035 | GTW | 188071 | GTW | 188107 |
| GTW | 188036 | GTW | 188072 | GTW | 188109 |
| GTW | 188037 | GTW | 188073 | GTW | 188110 |
| GTW | 188038 | GTW | 188074 | GTW | 188112 |
| GTW | 188039 | GTW | 188075 | GTW | 188113 |
| GTW | 188040 | GTW | 188076 | GTW | 188114 |
| GTW | 188042 | GTW | 188077 | GTW | 188116 |
| GTW | 188043 | GTW | 188078 | GTW | 188118 |
| GTW | 188044 | GTW | 188079 | GTW | 188120 |
| GTW | 188045 | GTW | 188080 | | |
| GTW | 188046 | GTW | 188081 | | |
| GTW | 188047 | GTW | 188082 | | |
| GTW | 188048 | GTW | 188083 | | |
| GTW | 188049 | GTW | 188084 | | |
| GTW | 188050 | GTW | 188085 | | |
| GTW | 188051 | GTW | 188086 | | |
| GTW | 188052 | GTW | 188087 | | |
| GTW | 188053 | GTW | 188088 | | |
| GTW | 188054 | GTW | 188089 | | |
| GTW | 188055 | GTW | 188090 | | |
| GTW | 188056 | GTW | 188091 | | |
| GTW | 188057 | GTW | 188092 | | |
| GTW | 188058 | GTW | 188093 | | |
| GTW | 188059 | GTW | 188094 | | |
| GTW | 188060 | GTW | 188095 | | |
| GTW | 188061 | GTW | 188096 | | |
| GTW | 188062 | GTW | 188097 | | |
| GTW | 188063 | GTW | 188098 | | |

EXHIBIT B

to Memorandum of Security Agreement Supplement No. 6

LEASES

The Borrower's interest in any lease or sublease agreements related to the Railcars listed in Exhibit A to which the Borrower is now or may hereafter be a party.

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: 11/21/08



Robert W. Alvord