

RECORDATION NO. 27593-D FILED

NOV 21 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

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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

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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

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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).

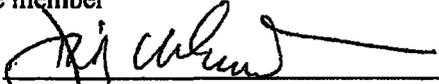
[signature page to follow]

[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

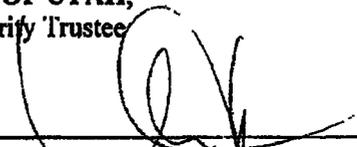
By: 

Name: David M. Edwards

Title: Director

[Memorandum of Security Agreement Supplement]

BANK OF UTAH,
as Security Trustee

By: 
Name: Michael Hoggan
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 Hoggan, 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

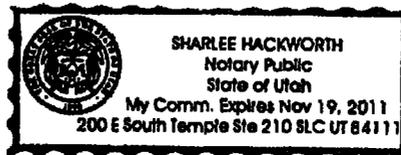


EXHIBIT A

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