

RECORDATION NO. 28076 FILED

NOV 12 '09 -10 00 AM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

November 12, 2009

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 Master Loan and Security Agreement, dated as of October 27, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lender. Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, TX 75207

Borrower: Interstate Asphalt Corp.  
1041 S E. 17<sup>th</sup> Street, Ste. 300  
Fort Lauderdale, FL 33316

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

10 tank cars: PRTX 151 - PRTX 160.

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

Memorandum of Master Loan and Security Agreement.

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 12 '09 -10 00 AM

**SURFACE TRANSPORTATION BOARD**

**MEMORANDUM OF MASTER LOAN AND SECURITY AGREEMENT**

THIS MEMORANDUM OF MASTER LOAN AND SECURITY AGREEMENT (the "Memorandum") dated as of October 27, 2009, is made by and between Trinity Industries Leasing Company, with offices located at 2525 Stemmons Freeway, Dallas, TX 75207 ("Lender") and Interstate Asphalt Corp., with offices located at 1041 S.E. 17<sup>th</sup> Street, Ste. 300, Fort Lauderdale, FL 33316 ("Borrower"). The parties hereto for good and valuable consideration hereby state the following:

1. Borrower and Lender are parties to that certain Master Loan and Security Agreement dated October 27, 2009 (the "Loan Agreement") (capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby Lender agrees to advance to Borrower certain funds to facilitate the purchase of the railcars more specifically identified on Exhibit A attached hereto and made a part hereof (the "Railcars").

2. Borrower's obligations under the Loan Agreement and other loan documents are evidenced by and payable in accordance with the Loan Agreement.

3. Pursuant to the terms of the Loan Agreement and to secure the payment and performance of any and all of Borrower's obligations to Lender, Borrower granted to Lender a first priority security interest in the Railcars, together with all accessories, accessions, attachments thereto, whether now owned or hereafter acquired, and all substitutions, renewals, replacements and improvements and all proceeds of the foregoing.

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

INTERSTATE ASPHALT CORP.,  
Borrower

By: Peter R. Wolf  
Title: VP FINANCE

TRINITY INDUSTRIES LEASING COMPANY  
Lender

By: [Signature]  
Title: VP + CFO

STATE OF Florida )  
COUNTY OF Broward )ss

On this 30<sup>th</sup> day of October, 2009, before me personally appears Peter Wolf, to me personally known, who being by me duly sworn, says that he/she is a V.P. Franco of INTERSTATE ASPHALT CORP., that the foregoing instrument was signed on behalf of said association, and she acknowledged that the execution of the foregoing instrument was her free act and deed.

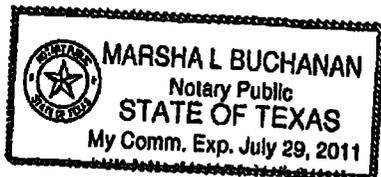


Mariam Devash  
NOTARY PUBLIC

My commission expires: 08/27/2011

STATE OF Texas )  
COUNTY OF Dallas )ss

On this 11<sup>th</sup> day of November 2009, before me personally appears Eric Marchetto, to me personally known, who being by me duly sworn, says that he/she is a V.P.C.F.D of TRINITY INDUSTRIES LEASING COMPANY, that the foregoing instrument was signed on behalf of said association, and she acknowledged that the execution of the foregoing instrument was her free act and deed.



Marsha L Buchanan  
NOTARY PUBLIC

My commission expires: 7/29/2011

## **EXHIBIT A**

**Ten (10) 25,330 gallon tank cars with a 286,000 pound gross rail load built by Trinity Tank Car, Inc. in 2009 bearing reporting marks PRTX 151-160, inclusive**

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: 11/12/09



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Robert W Alvord