

LAW OFFICES  
**MILES & STOCKBRIDGE**

A PROFESSIONAL CORPORATION

CAMBRIDGE, MD  
COLUMBIA, MD  
EASTON, MD  
FREDERICK, MD

10 LIGHT STREET  
BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464  
FAX 410-385-3700

McLEAN, VA  
ROCKVILLE, MD  
TOWSON, MD  
WASHINGTON, D.C.

Dawn Sergent Arnold  
Telephone: 410-385-3406  
E-Mail: darnold@milesstockbridge.com

May 14, 1999

**via FEDERAL EXPRESS**

Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001  
Attention: Mr. Vernon A. Williams, Secretary



RECORDATION NO. **22169, A**

FILED **↑**

Re: Our File No.: 258-1927

MAY 18 '99

11-00AM

Dear Mr. Williams:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of the following document:

1. **Memorandum of Sublease**, dated as of February 1, 1999 between Union Tank Car Company (111 West Jackson Boulevard, Chicago, Illinois 60604) and Montell USA Inc. (P.O. Box 15439, Wilmington, Delaware 19850).

Also enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of the following document:

2. **Memorandum of Assignment of Sublease**, dated as of February 1, 1999 between Union Tank Car Company (111 West Jackson Boulevard, Chicago, Illinois 60604) and FMB Bank (25 South Charles Street, Baltimore, Maryland 21202)

**Please Note:** Before recording the Memorandum of Assignment of Sublease, please insert the Memorandum of Sublease recordation information into section C of the Assignment.

A description of the railroad equipment covered by the enclosed documents are set forth in Schedule A attached to both documents.

**MILES & STOCKBRIDGE**

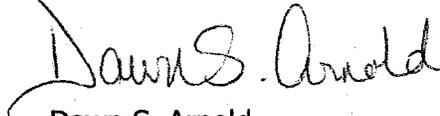
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Also enclosed are checks to cover the costs of recording the enclosed documents.

Upon recordation, please return the recorded documents to the undersigned.

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3406.

Very truly yours,



Dawn S. Arnold  
Legal Assistant

Enclosures

MEMORANDUM OF ASSIGNMENT  
OF SUBLEASE

RECORDATION NO. 22169-A FILED

MAY 18 '99

11-00AM

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASE (this "Memorandum") is made as of February 1, 1999 by UNION TANK CAR COMPANY ("Assignor"), and FMB BANK ("Assignee").

A. Assignor and the Assignee are parties to that certain Assignment Agreement (the "Assignment Agreement") dated as of February 1, 1999 pursuant to which the Assignor collaterally assigned to the Assignee all of the Assignor's right, title and interest in and to Rider No. N21 to Car Service Agreement dated February 1, 1999 (the "Sublease") between Assignor, as lessor, and Montell USA Inc., as lessee ("Sublessee"), which incorporates by reference that certain Car Service Agreement by and between Assignor and Sublessee dated as of June 7, 1996.

B. Pursuant to the Sublease, Assignor has leased to Sublessee certain railcars as described on Exhibit A attached hereto and made a part hereof.

C. A Memorandum of Sublease was recorded with the Surface Transportation Board on 5/18/99 under Recordation No. 22169-A.

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

FMB BANK

By:  (SEAL)  
Richard M. Folio  
Vice President

UNION TANK CAR COMPANY

By:  (SEAL)  
Mark J. Garrette  
Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of April, 1999, before me, the undersigned, a Notary Public of the State of IL, personally appeared Mark J. Garrette, who acknowledged himself to be the Vice President of UNION TANK CAR COMPANY a Delaware corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESS my hand and notarial seal.



Sandra R. Toman  
Notary Public

My Commission Expires:

STATE OF Maryland, <sup>City</sup> COUNTY OF Baltimore, TO WIT:

I HEREBY CERTIFY, that on this 7<sup>th</sup> day of May, 1999, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Folio, who acknowledged himself to be the Vice President of FMB BANK, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESS my hand and notarial seal.

Dawn Sargent Arnold  
Notary Public

My Commission Expires:

**My Commission Expires 05/26/2002**

PCDOCS\MWeidenbach\258\1927\#207117\Memorandum of Sublease

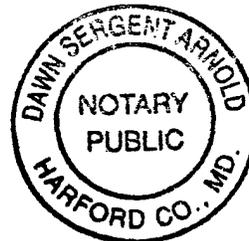


EXHIBIT A

DESCRIPTION OF RAILCARS

Two hundred (200) covered hopper railcars bearing the following reporting marks and numbers:

MLXX 97700 through 97899, inclusive

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Assignment of Sublease is a true and complete copy of said Memorandum of Assignment of Sublease.

WITNESS my hand and seal this 11<sup>th</sup> day of May, 1999.

*Dawn Sergent Arnold*  
Notary Public

My Commission Expires:

**My Commission Expires 05/26/2002**

