



# LEXIS® Document Services

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April 2, 1999

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

RECORDATION NO. 22095 FILED

APR 5 '99 8-45 AM



Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Marta Track Constructors Inc. dated 3/12/97.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention using First class mail.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

MEMORANDUM OF LEASE APR 5 '99 8-45 AM

THIS MEMORANDUM OF LEASE is intended to evidence the Master Lease Agreement dated as of March 12, 1997 (the "Lease"), between The CIT Group/Equipment Financing, Inc. ("Lessor"), having an address at P.O. Box 27248, Tempe, AZ 85285-7248 and Marta Track Constructors, Inc. ("Lessee"), having an address at P.O. Box 1509, Washington, PA 15301, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 USC §11301 and with the Registrar General pursuant to Section 105 of the Canada Transportation Act. The Lessor is the owner of the railroad equipment, more fully described in Exhibit A hereto (the "Units"). The Lessee has leased or will lease all of the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed as of the date first above written.

**LESSOR:**The CIT Group/Equipment Financing, Inc.

By: Kathy Taylor  
Title: AGENT  
Date: 4-1-99

**LESSEE:**Marta Track Constructors, Inc.

By: John W. Golding  
Title: TREASURER  
Date: 3-29-99

ACKNOWLEDGMENTS

State of Arizona )  
 ) ss.  
County of Maricopa )

On this 1 day of April, 1999, before me personally appeared Kathy Taylor, to me personally known, who, being by me duly sworn, did say that he/she is the Agent of The CIT Group/Equipment Financing, Inc., that said instrument 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 the corporation.

*Heather J. Henderson*  
Notary Public

My commission expires:



State of Pennsylvania )  
 ) ss.  
County of Washington )

On this 29th day of March, 1999, before me personally appeared John W. Golding, to me personally known, who, being by me duly sworn, did say that he/she is a Treasurer of Marta Track Constructors, Inc., that said instrument 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 the corporation.

*Doreen Fazzolare*  
Notary Public

My commission expires: August 16, 2001

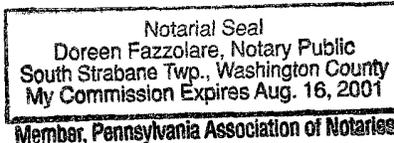


EXHIBIT A  
TO  
MEMORANDUM OF LEASE

EQUIPMENT

\* \_\_\_\_\_, manufactured or to be manufactured by  
\_\_\_\_\_ in 19\_\_.

Running marks and numbers and serial numbers:

\* (2) Tenax Model 13TR Ballast Cars, S/N BC90019 and S/N BC90029.