

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW  
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February 29, 1996

19950

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Master Equipment Lease No. 02533, Schedule A No. 02533-09 ("Memorandum of Schedule A to Master Lease"), dated as of February 27, 1996, between JTM Industries, Inc. ("Lessee") and Cargill Leasing Corporation ("Lessor"), a primary document not previously recorded.

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

LESSOR	-	Cargill Leasing Corporation 6000 Clearwater Drive Minnetonka, Minnesota 55343-9497
LESSEE	-	JTM Industries, Inc. 1000 Cobb Place Boulevard Building 400 Kennesaw, Georgia 30144

A general description of the railroad equipment covered by the enclosed document is as follows: fifteen (15) used Excel Rail Corporation 3,500 cubic foot Pressure Differential Rail Cars, bearing identification marks and numbers JTMX 10007-10021, inclusive, as more specifically described in the enclosed document. The Lessor and the Lessee are entering into that certain Schedule A No. 02533-09 under that certain Master Equipment Lease No. 02533 dated September 18, 1993, covering the aforesaid railroad equipment. The parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and leasehold interest in the said railroad equipment of the Lessee, and accordingly have caused this

*Countrywide - JTM Maser*

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**MEMORANDUM OF MASTER EQUIPMENT LEASE NO. 02533,  
SCHEDULE A NO, 02533-09**

MEMORANDUM OF SCHEDULE A NO. 02533-09 dated as of this 27<sup>th</sup> day of FEB., 1996, between JTM Industries, Inc. with its principal place of business at 1000 Cobb Place Boulevard, Building 400, Kennesaw, GA 30144 (hereinafter "Lessee"), and Cargill Leasing Corporation, having its principal place of business at 6000 Clearwater Drive, Minnetonka, MN 55343-9497 (hereinafter "Lessor").

WHEREAS Lessee and Lessor are entering into Schedule A No. 02533-09 (the "Schedule") under Master Equipment Lease No. 02533 dated September 18, 1993, covering fifteen (15) used Excel Railcar Corporation 3500 Cubic Foot Pressure Differential Rail Cars, with Running Numbers outlined below, at any time subjected thereto together with any and all accessions, additions, improvements from time to time incorporated or installed therein (the "Equipment").

RUNNING NOS.

10007	10013	10019
10008	10014	10020
10009	10015	10021
10010	10016	
10011	10017	
10012	10018	

13950

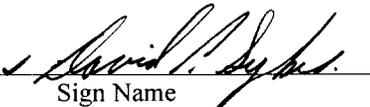
Reporting Marks: JTMX

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said Equipment by Lessor, and the leasehold interest in the said Equipment of Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

This memorandum may be executed in any number of counterparts and by different parties hereto in separate counterparts, but all such counterparts together shall constitute one and the same instrument.

JTM INDUSTRIES, INC. as Lessee

CARGILL LEASING CORPORATION as Lessor

By:   
Sign Name

By: 

By: DAVID P. SYKES  
Print Name

Title: CONTROLLER

Title: VP - FINANCE

LESSEE NOTARY

STATE OF Georgia )  
 )  
COUNTY OF Cobb )

SS:

On this 27<sup>th</sup> day of February, 1996, personally appeared before me, David P. Sykes who being by me duly sworn, did say that (s)he is Vice President - Fin. of JTM Industries Inc. that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Blonda Chady  
NOTARY PUBLIC  
MY COMMISSION EXPIRES

Notary Public for the State of Georgia  
My Commission Expires on February 28, 1996

LESSOR NOTARY

STATE OF MINNESOTA )  
 )  
COUNTY OF Hennepin )

SS:

On this 28<sup>th</sup> day of February, 1996, personally appeared before me, Mary L. Kuntz who being by me duly sworn, did say that (s)he is Controller of CA-gill Learning Corporation that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melissa A. Leucifiraneck  
NOTARY PUBLIC  
MY COMMISSION EXPIRES



**MEMORANDUM OF MASTER EQUIPMENT LEASE NO. 02533,  
SCHEDULE A NO, 02533-09**

MEMORANDUM OF SCHEDULE A NO. 02533-09 dated as of this 27<sup>th</sup> day of FEB., 1996, between JTM Industries, Inc. with its principal place of business at 1000 Cobb Place Boulevard, Building 400, Kennesaw, GA 30144 (hereinafter "Lessee"), and Cargill Leasing Corporation, having its principal place of business at 6000 Clearwater Drive, Minnetonka, MN 55343-9497 (hereinafter "Lessor").

WHEREAS Lessee and Lessor are entering into Schedule A No. 02533-09 (the "Schedule") under Master Equipment Lease No. 02533 dated September 18, 1993, covering fifteen (15) used Excel Railcar Corporation 3500 Cubic Foot Pressure Differential Rail Cars, with Running Numbers outlined below, at any time subjected thereto together with any and all accessions, additions, improvements from time to time incorporated or installed therein (the "Equipment").

RUNNING NOS.

10007	10013	10019
10008	10014	10020
10009	10015	10021
10010	10016	
10011	10017	
10012	10018	

18950

Reporting Marks:            JTMX

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said Equipment by Lessor, and the leasehold interest in the said Equipment of Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

This memorandum may be executed in any number of counterparts and by different parties hereto in separate counterparts, but all such counterparts together shall constitute one and the same instrument.

JTM INDUSTRIES, INC. as Lessee

CARGILL LEASING CORPORATION as Lessor

By: *David P. Sykes*

Sign Name

By: *Mary L. Hunt*

By: DAVID P. SYKES

Print Name

Title: CONTROLLER

Title: VP-FINANCE

LESSEE NOTARY

STATE OF Georgia )  
 )  
COUNTY OF Cobb )

SS:

On this 27<sup>th</sup> day of February, 1996, personally appeared before me, David P. Sykes who being by me duly sworn, did say that (s)he is Vice President - Fin. of JTM Industries Inc. that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Stonora Chady  
NOTARY PUBLIC  
MY COMMISSION EXPIRES

Notary Public for the State of Georgia  
My Commission Expires August 31, 1997

LESSOR NOTARY

STATE OF Minnesota )  
 )  
COUNTY OF Hennepin )

SS:

On this 28<sup>th</sup> day of February, 1996, personally appeared before me, Mary L. Kuntz who being by me duly sworn, did say that (s)he is Controller of CA-gill Learning Corporation that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melissa A. Leucafiranek  
NOTARY PUBLIC  
MY COMMISSION EXPIRES

