

RECORDATION NO 20661 FILED

MAY 1 '97 2-12PM

LAW OFFICES OF
JOHNSTON, WILKINS & DRUHAN, L.L.P.
HANNAH HOUSES
157 NORTH CONCEPTION STREET
POST OFFICE BOX 154

MOBILE, ALABAMA
36601
TELEPHONE (334) 432-0738
TELECOPIER (334) 432-4874

J. MICHAEL DRUHAN, JR.
JAMES C. JOHNSTON
JOSEPH S. JOHNSTON
ROBERT B. STEWART*

SAMUEL M. JOHNSTON (1890-1969)
ROBERT B. WILKINS (1922-1992)
SAMUEL M. JOHNSTON, JR. (1919-1993)

*ALSO ADMITTED IN MISSISSIPPI

April 28, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
U.S. Dept. of Transportation
1925 K Street
Washington, DC 20423-0001

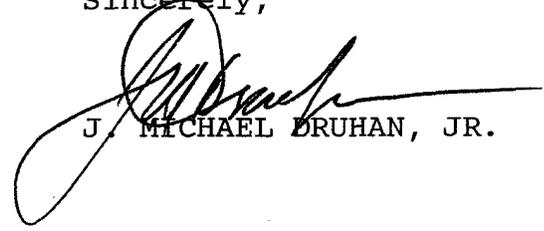
RE: Memorandum of Tank Car Service Contract Number 3014S

Dear Mr. Williams:

Enclosed please find the transmittal letter from Walter C. Haffner, Jr., regarding the Memorandum of the above-referenced tank car contract number, along with two counterparts of the Memorandum of Tank Car Service Contract Number 3014S.

Also enclosed please find our check in the amount of \$24.00 for filing fee.

Sincerely,



J. MICHAEL DRUHAN, JR.

JMD/bbl
Enclosures

WALTER HAFFNER COMPANY
LESSOR OF PRIVATE TANKS CARS
POST OFFICE BOX 16111
MOBILE, AL 36616

OFFICE:
3700 CARLYLE CLOSE
SUITE 804
PHONE (334) 343-1619

REPORTING MARKS
W.C.H.X.

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April 28, 1997

MAY 1 '97 2-12 PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
U.S. Dept. of Transportation
1925 K Street
Washington, DC 20423-0001

RE: Tank Car Service Contract Number 3014S

Dear Mr. Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum of Tank Car Service Contract on rolling stock, a primary document dated November 1, 1996.

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

Lessor is Walter Haffner Company, Post Office 16111, Mobile, Alabama 36616.

Lessee is Union Camp Corporation, Post Office Box 8000, Jacksonville, Florida 32239.

A description of the equipment covered by the document follows:

WCHX 23121-23126 - Six (6) cars, Class DOT 111A100W1, with a total capacity of 23, 589 gallons per car. Cars are non-coiled, non-insulated, with 4" bottom outlet valves, safety valves, shelf couplers and 100 ton roller bearing trucks.

A fee of \$24.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to: J. Michael Druhan, Esquire, Post Office Box 154, Mobile, Alabama 36601.

Mr. Williams
April 28, 1997
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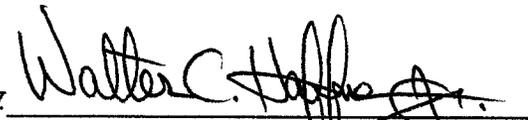
A short summary of the documents to appear in the index follows:

Tank Car Service Contract Number 3014S dated November 1, 1996, from Walter Haffner Company to Union Camp Corporation, leasing the following:

WCHX 23121-23126 - Six (6) tank cars, Class DOT 111A100W1.

WALTER HAFFNER COMPANY

BY


WALTER C. HAFFNER, JR., Its
President

MAY 1 '97 2-12 PM

MEMORANDUM OF TANK CAR SERVICE CONTRACT

THIS MEMORANDUM OF TANK CAR SERVICE CONTRACT is made by WALTER HAFFNER COMPANY, and evidences as follows:

- 1. Memorandum covers a Tank Car Service Contract dated November, 1, 1996.
- 2. Lessor is Walter Haffner Company, Post Office Box 16111, Mobile, Alabama, 36615.
- 3. Lessee is Union Camp Corporation, Post Office Box 8000, Jacksonville, Florida, 32239.
- 4. The equipment covered by the Tank Car Service Contract is set out on the attached Exhibit "A".
- 5. The summary of the Tank Car Service Contract covered therein is:

Tank Car Service Contract Number 3014S dated November 1, 1996, between Walter Haffner Company and Union Camp Corporation.

WCHX 23121-23126 - Six (6) cars, Class DOT 111A100W1.

IN WITNESS WHEREOF, Walter Haffner Company, has caused these presents to be executed in four counterpart originals of which this is Counterpart Number 1, on this the 28th day of April, 1997.

WALTER HAFFNER COMPANY

By: Walter C. Haffner, Jr.
Its President

STATE OF ALABAMA)
COUNTY OF MOBILE)

I, the undersigned Notary Public in and for said State and County, hereby certify that WALTER C. HAFFNER, JR., whose name as President of Walter Haffner Company, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument he, as such officer and with full authority, executed the same voluntarily for and on behalf of such corporation on the day the same bears date.

GIVEN under my hand and seal on this the 28th day of April, 1997.

Linda Wright
NOTARY PUBLIC
My Commission Expires: My Commission Expires 6-6-99

EXHIBIT "A"

Tank Car Service Contract Number 3014S dated November 1, 1996, between Walter Haffner Company and Union Camp Corporation covering the following:

WCHX 23121-23126 - Six (6) cars, Class DOT 111A100W1.