

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018  
847 318-7575



**VIA FEDERAL EXPRESS**

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.  
Room 704  
Washington, D.C. 20423-0001

July 9, 1997

RECORDATION NO. 20767 FILED

JUL 15 '97

1-50PM

JUL 15 1 50 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated May 14, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Royal Green Corporation  
Huller Lane, P.O. Box 9  
Temple, PA 19560

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

Bob Hamilton  
Director-Documentation

ASSIGN. RGC002

RECORDATION NO. 20767 FILED  
JUL 15 '97 1-50PM

**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of May, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Royal Green Corporation ("Lessee"), a Pennsylvania corporation.

**W I T N E S S E T H:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of May 14, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

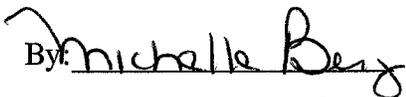
FIRST UNION RAIL CORPORATION

ATTEST:

By: 

Name: John J. Thomas

Title: President

By: 

Name: Michelle Berg

Title: Office Manager

Executed on this 4<sup>th</sup> day of June, 1997.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of April, 1997.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

ROYAL GREEN CORPORATION

ATTEST:

By: [Signature]

Name: JONATHAN SIMON

Title: PRESIDENT

By: [Signature]

Name: D.K. MILLER

Title: Asst. Sec.

Executed on this 27 day of May, 1997.

[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Berks

I, Kimberlee B. Cooke, a Notary Public in and for said state and county, certify that Jonathan Simon personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 27<sup>th</sup> day of May, 1997.

Kimberlee B. Cooke  
Notary Seal  
Kimberlee B. Cooke, Notary Public  
Ontelaunee Twp., Berks County  
My Commission Expires Oct. 16, 2000  
Member, Pennsylvania Association of Notaries

My Commission Expires:

Oct 16, 2000  
(Notary Public)

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