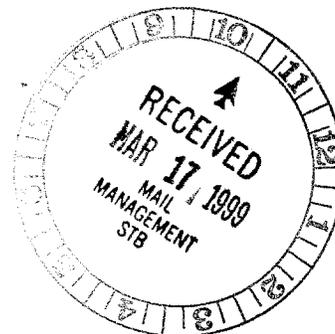


March 9, 1999

RECORDATION NO. 22072 FILED

MAR 17 '99

10-15 AM



Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
Department of Transportation  
12<sup>th</sup> and Constitution Avenue, N.W.  
Washington, DC 20423

Re: Lease #02-101-07750-01-00001

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment, with attachments dated October 1, 1998, between the following parties:

Assignee: National City Leasing Corporation  
101 South Fifth Street, 8<sup>th</sup> Floor  
Louisville, KY 40202

Lessor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Lessee: Tri-Mor Corporation and Whitestone Supply Company, co-Lessees  
8530 North Boyle Parkway  
Twinsburg, Ohio 44087

The equipment involved in this transaction is as follows:

Equipment: 100 Open Top Hopper Cars with Rapid Discharge Gates  
Reporting Marks WSTX101 through WSTX200

Please file this documents and attachments. The filing fee of \$24.00 is enclosed.

Sincerely,

*Brenda Powers*

Brenda Powers  
Contract Administrator

Enclosure

Surface Transportation Board  
Washington, D.C. 20423-0001

OFFICE OF THE SECRETARY

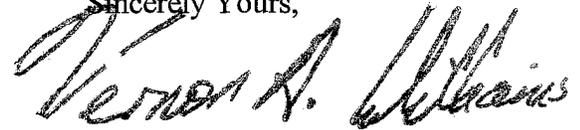
March 17, 1999

Brenda Powers  
National City Leasing Corporation  
101 South Fifth Street  
Louisville KY 40202-6000

Dear Ms. Powers:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 17, 1999 at 10:15 AM, and assigned recordation number(s) 22072.

Sincerely Yours,



Vernon A. Williams  
Secretary

Enclosure(s)

\$ 26.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: \_\_\_\_\_



RECORDATION NO. 22072 FILED

**Memorandum Of  
Lease Of Railroad Equipment**

MAR 17 '99

10-15 AM

This Memorandum Of Lease Of Railroad Equipment ("**Memorandum of Lease**") made as of October 1, 1998 is intended to evidence that certain Net Lease Agreement #199801-TRI, Rider #199801-TRIR1, each dated as of April 7, 1998 (the "**Lease**") between **The Andersons, Inc.**, an Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, Ohio 43537 ("**Lessor**"), and **Tri-Mor Corporation** and **Whitestone Supply Company**, each an Ohio corporation having its principal place of business at 8530 North Boyle Parkway, Twinsburg, Ohio 44087 ("**Co-Lessees**"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under 49 of U.S.C. §11301. Lessor has the right to lease the 100 open top hopper cars, more fully described in Exhibit 1 hereto (the "**Units**"). Co-Lessees leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease for a term of 120 months commencing October 1, 1998.

Lessor sold to **National City Leasing Corporation**, a Kentucky corporation having its principal place of business at 101 South Fifth Street, Louisville, Kentucky 40202 ("**National City**"), and National City purchased from Lessor the Lease and the Units pursuant to a Purchase and Sale Agreement dated as of September 30, 1998.

Each Party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**Lessor**

**The Andersons, Inc.**  
(an Ohio corporation)

By: Gary Smith  
Gary Smith  
Title: V.P., Finance & Treasurer  
Date: 11-6-98

**National City**

**National City Leasing Corporation**  
(a Kentucky corporation)

By: Andrew J. Luman  
Title: VICE PRESIDENT  
Date: 10/8/98

**Co-Lessee**

**Tri-Mor Corporation**  
(an Ohio corporation)

By: Gary P. Ploof  
Title: Secretary  
Date: 3/4/99

**Co-Lessee**

**Whitestone Supply Company**  
(an Ohio corporation)

By: Gary P. Ploof  
Title: Secretary  
Date: 3/4/99





**Exhibit 1**

To the Memorandum of Lease of Railroad Equipment dated as of October 1, 1998 among **The Andersons, Inc., Tri-Mor Corporation, Whitestone Supply Company and National City Leasing Corporation.**

**Equipment Description:**

100 open top hopper cars with rapid discharge gates.

**Reporting Mark:**                    **WSTX**

**Numbers:**                            **101 through 200**



April 7, 1999

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
Department of Transportation  
12<sup>th</sup> and Constitution Avenue, N.W.  
Washington, DC 20423

Re: Lease #02-101-07750-01-00001

Dear Mr. Williams:

I received my filed copy of Memorandum of Lease of Railroad Equipment, recordation no. 22072. The original forms sent to you did not include the proper notarization of Gary Floyd. Please find attached the completed notary pages.

Please include these pages with the original filing. If additional information is needed, please call me at 502-581-7736.

Sincerely,

Brenda Powers  
Contract Administrator

Enclosure

RECORDATION NO. 22072 FILED

**Memorandum Of  
Lease Of Railroad Equipment**

MAR 17 '99

10-15 AM

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(an Ohio corporation)

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Gary Smith  
Title: V.P., Finance & Treasurer  
Date: 11-6-98

**National City**

**National City Leasing Corporation**  
(a Kentucky corporation)

By: Andrew J. Jaraman  
Title: VICE PRESIDENT  
Date: 10/8/98

**Co-Lessee**

**Tri-Mor Corporation**  
(an Ohio corporation)

By: Stan Lloyd  
Title: Secretary  
Date: 3/4/99

**Co-Lessee**

**Whitestone Supply Company**  
(an Ohio corporation)

By: Stan Lloyd  
Title: Secretary  
Date: 3/4/99



