

LAW OFFICES
MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

CAMBRIDGE, MD
COLUMBIA, MD
EASTON, MD
FREDERICK, MD

10 LIGHT STREET
BALTIMORE, MARYLAND 21202-1487
TELEPHONE 410-727-6464
FAX 410-385-3700

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

JOHN A. STALFORT
410-385-3424

January 29, 1998

RECORDATION NO. 21192 FILED

via FEDERAL EXPRESS

JAN 30 '98 4-05 PM

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mrs. Janice Fort
Recordation

Re: Our File No.: 258-1808

Dear Mrs. Fort:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

Memorandum of Railroad Car Lease dated as of January 28, 1998 by and between Southern Rail Leasing, Inc. (955 South Virginia Street, Reno, Nevada 89502) and Plasser American Corporation (2001 Myers Road, P.O. Box 5464, Chesapeake, Virginia 23324-0464).

Also enclosed is a check in the amount of \$24.00 to cover the costs of recordation.

Once this document has been recorded, please return the same to the undersigned.

Thank you for your prompt attention to this matter. Please call me at (800) 344-2532 if you have any questions.

Sincerely,



Michele E. Sperato
Assistant to John A. Stalfort

Enclosure

JAN 30 '98

4-05PM

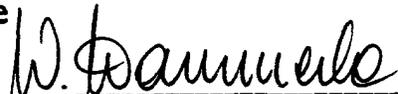
MEMORANDUM OF RAILROAD CAR LEASE

This Memorandum of Railroad Car Lease is made and entered into as of January 28, 1998 by and between Southern Rail Leasing, Inc., a Nevada Corporation ("Lessor") and Plasser American Corporation, Inc., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to Lease to Lessee, and Lessee has agreed to lease from Lessor the railcars described in Exhibit A attached hereto and made a part hereof pursuant to a Railroad Car Lease dated as of January 20, 1998 and Schedule Number 1 to the Railroad Car Lease dated as of January 20, 1998, Schedule Number 2 to the Railroad Car Lease dated as of January 20, 1998, Schedule Number 3 to the Railroad Car Lease dated as of January 20, 1998, Schedule Number 4 to the Railroad Car Lease dated as of January 20, 1998, and Schedule Number 5 to the Railroad Car Lease dated as of January 20, 1998, (collectively the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as set forth therein.

In Witness Whereof, the parties thereto have executed or caused this Memorandum of Railroad Car Lease to be executed as of the date first written above.

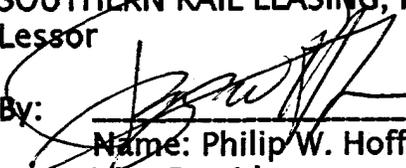
Plasser American Corporation, Inc.
Lessee

By: 

Name: W. Hammerle

Title: Senior Executive Vice President
and Secretary-Treasurer

SOUTHERN RAIL LEASING, INC.
Lessor

By: Name: Philip W. Hoffman
Vice President

[ACKNOWLEDGEMENTS ATTACHED ON SUBSEQUENT PAGE(S)]

State of California }
County of San Diego }

On 1-26-98, 1998, before me SUSAN D. PARKER,
personally appeared Philip W. Hoffman, personally known to me (or proved
to me on the basis of satisfactory evidence) to be the person whose name
is subscribed to the the within instrument and acknowledged to me that
he executed the same in his authorized capacity, and that by his signature
on the instrument, the person, or the entity upon behalf of which the
person acted, executed the instrument.

WITNESS my hand and official seal.



Signature *Paul* (Seal)

State of Virginia }
City _____ of Chesapeake }

TO WIT:

I HEREBY CERTIFY, that on this 28th day of January, 1998, before me, the undersigned, a Notary Public of the State of Virginia, personally appeared Walter Hammerle, known (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same in the capacity stated and for the purposes therein contained.

WITNESS my hand and Notarial Seal.

Signature Mary W. Baldwin (Seal)

My commission expires: 06/30/99

DESCRIPTION OF RAILCARS

One Hundred (100) 1979-built steel gondolas built by Oertner which shall be picked from cars below currently marked as follows:

DEEX 9003	DEEX 9005	DEEX 9006	DEEX 9014	DEEX 9021
DEEX 9022	DEEX 9023	DEEX 9026	DEEX 9027	DEEX 9030
DEEX 9031	DEEX 9032	DEEX 9033	DEEX 9036	DEEX 9038
DEEX 9045	DEEX 9046	DEEX 9049	DEEX 9050	DEEX 9051
DEEX 9052	DEEX 9053	DEEX 9054	DEEX 9058	DEEX 9060
DEEX 9067	DEEX 9071	DEEX 9073	DEEX 9074	DEEX 9078
DEEX 9080	DEEX 9095	DEEX 9097	DEEX 9107	DEEX 9108
DEEX 9109	DEEX 9110	DEEX 9114	DEEX 9116	DEEX 9117
DEEX 9119	DEEX 9122	DEEX 9123	DEEX 9126	DEEX 9128
DEEX 9129	DEEX 9130	DEEX 9138	DEEX 9143	DEEX 9146
DEEX 9148	DEEX 9151	DEEX 9158	DEEX 9160	DEEX 9168
DEEX 9169	DEEX 9175	DEEX 9177	DEEX 9180	DEEX 9184
DEEX 9188	DEEX 9191	DEEX 9192	DEEX 9194	DEEX 9196
DEEX 9200	DEEX 9203	DEEX 9206	DEEX 9210	DEEX 9213
DEEX 9216	DEEX 9222	DEEX 9224	DEEX 9225	DEEX 9227
DEEX 9231	DEEX 9232	DEEX 9234	DEEX 9237	DEEX 9240
DEEX 9242	DEEX 9243	DEEX 9244	DEEX 9247	DEEX 9251
DEEX 9252	DEEX 9261	DEEX 9264	DEEX 9268	DEEX 9272
DEEX 9273	DEEX 9275	DEEX 9277	DEEX 9280	DEEX 9286
DEEX 9288	DEEX 9291	DEEX 9294	DEEX 9296	DEEX 9298