

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

RECORDATION NO. 21393-A, B FILED  
11 98 4:00 PM

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

May 11, 1998

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

Dear Secretary Williams:

I have enclosed two originals of each of the three documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The first document is a Master Lease Agreement, a primary document, dated as of May 1, 1998. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Master Lease Agreement are:

Lessor:

Banc One Leasing Corporation  
1111 Polaris Parkway, Suite A3  
Columbus, OH 43240

Lessees:

South Central Tennessee Railroad Corporation  
340 S. Central Drive  
Centerville, TN 37033

Huron and Eastern Railway Company, Inc.  
101 Enterprise Drive  
Vassar, MI 48768

A description of the equipment covered by the Master Lease Agreement consists of 184 open top hopper cars identified in the Attachment.

*Counterpart*  
*[Signature]*

Honorable Vernon A. Williams  
May 11, 1998  
Page 2

The second document is Lease Schedule No. 1000065719, a secondary document, dated May 1, 1998. The primary document to which this is connected is to be recorded under a new Recordation Number. We request that one copy of this document be recorded under suffix A of the new Recordation Number.

The names and addresses of the parties to the Lease Schedule No. 1000065719 are:

Lessor:

Banc One Leasing Corporation  
1111 Polaris Parkway, Suite A3  
Columbus, OH 43240

Lessees:

South Central Tennessee Railroad Corporation  
340 S. Central Drive  
Centerville, TN 37033

Huron and Eastern Railway Company, Inc.  
101 Enterprise Drive  
Vassar, MI 48768

A description of the equipment covered by Lease Schedule No. 1000065719 consists of 184 open top hopper cars identified in the Attachment.

The third document is Schedule A-1, a secondary document, dated May 4, 1998. The primary document to which this is connected is to be recorded under a new Recordation Number. We request that one copy of this document be recorded under suffix B of the new Recordation Number.

The names and addresses of the parties to the Schedule A-1 are:

BALL JANIK LLP

Honorable Vernon A. Williams  
May 11, 1998  
Page 3

Lessees:

South Central Tennessee Railroad Corporation  
340 S. Central Drive  
Centerville, TN 37033

Huron and Eastern Railway Company, Inc.  
101 Enterprise Drive  
Vassar, MI 48768

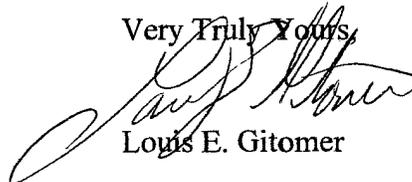
A description of the equipment covered by Schedule A-1 consists of 184 open top hopper cars identified in the Attachment.

A fee of \$ 78.00 is enclosed. Please return one original of each document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) Master Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43240, and South Central Tennessee Railroad Corporation, 340 S. Central Drive, Centerville, TN 37033, and Huron and Eastern Railway Company. Inc., 101 Enterprise Drive, Vassar, MI 48768; (2) Lease Schedule No. 1000065719 between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43240, and South Central Tennessee Railroad Corporation, 340 S. Central Drive, Centerville, TN 37033, and Huron and Eastern Railway Company. Inc., 101 Enterprise Drive, Vassar, MI 48768; and (3) Schedule A-1 by South Central Tennessee Railroad Corporation, 340 S. Central Drive, Centerville, TN 37033, and Huron and Eastern Railway Company. Inc., 101 Enterprise Drive, Vassar, MI 48768, all covering 184 open top hopper cars numbered in the Attachment.

Very Truly Yours,



Louis E. Gitomer

Enclosures

ATTACHMENT A

|     |        |
|-----|--------|
| IC  | 866060 |
| ICG | 866063 |
| ICG | 866073 |
| IC  | 866077 |
| IC  | 866125 |
| ICG | 866181 |
| ICG | 866188 |
| ICG | 866198 |
| IC  | 866202 |
| ICG | 866207 |
| IC  | 866217 |
| ICG | 866245 |
| IC  | 866249 |
| ICG | 866278 |
| IC  | 866295 |
| ICG | 866400 |
| ICG | 866050 |
| ICG | 866071 |
| ICG | 866090 |
| IC  | 866144 |
| ICG | 866152 |
| IC  | 866159 |
| IC  | 866163 |
| IC  | 866196 |
| IC  | 866208 |
| ICG | 866224 |
| IC  | 866236 |
| ICG | 866301 |
| GMO | 866304 |
| ICG | 866318 |
| ICG | 866358 |
| GMO | 866373 |
| GMO | 866385 |
| GMO | 866395 |
| ICG | 866302 |
| ICG | 866303 |
| GMO | 866306 |
| GMO | 866308 |
| ICG | 866309 |
| GMO | 866310 |
| GMO | 866311 |
| GMO | 866329 |
| GMO | 866336 |

|     |        |
|-----|--------|
| GMO | 866337 |
| ICG | 866338 |
| ICG | 866339 |
| GMO | 866346 |
| GMO | 866355 |
| GMO | 866366 |
| ICG | 866374 |
| ICG | 866380 |
| GMO | 866383 |
| GMO | 866386 |
| ICG | 867007 |
| ICG | 867027 |
| ICG | 867031 |
| ICG | 867047 |
| ICG | 867049 |
| ICG | 867081 |
| ICG | 867084 |
| ICG | 867086 |
| ICG | 867104 |
| ICG | 867117 |
| ICG | 867153 |
| ICG | 867159 |
| ICG | 867170 |
| ICG | 867177 |
| ICG | 867199 |
| ICG | 867233 |
| ICG | 867238 |
| ICG | 867257 |
| ICG | 867269 |
| ICG | 867270 |
| ICG | 867277 |
| ICG | 867294 |
| ICG | 867297 |
| ICG | 867309 |
| ICG | 867312 |
| ICG | 867314 |
| ICG | 867326 |
| ICG | 867332 |
| ICG | 867334 |
| ICG | 867354 |
| ICG | 867363 |
| ICG | 867367 |
| ICG | 867377 |
| ICG | 867389 |
| ICG | 867390 |

|     |        |
|-----|--------|
| ICG | 867392 |
| ICG | 867037 |
| ICG | 867057 |
| ICG | 867079 |
| ICG | 867095 |
| ICG | 867126 |
| ICG | 867136 |
| ICG | 867178 |
| ICG | 867226 |
| ICG | 867230 |
| ICG | 867265 |
| ICG | 867320 |
| ICG | 867324 |
| ICG | 867330 |
| ICG | 867337 |
| ICG | 867342 |
| ICG | 867373 |
| ICG | 867387 |
| ICG | 867405 |
| ICG | 867406 |
| ICG | 867408 |
| ICG | 867409 |
| ICG | 867411 |
| ICG | 867414 |
| ICG | 867419 |
| ICG | 867422 |
| ICG | 867426 |
| ICG | 867433 |
| ICG | 867434 |
| ICG | 867441 |
| ICG | 867449 |
| ICG | 867456 |
| ICG | 867467 |
| ICG | 867476 |
| ICG | 867489 |
| ICG | 867501 |
| ICG | 867508 |
| ICG | 867525 |
| ICG | 867526 |
| ICG | 867546 |
| ICG | 867548 |
| ICG | 867549 |
| ICG | 867552 |
| ICG | 867581 |
| ICG | 867584 |

|     |        |
|-----|--------|
| ICG | 867594 |
| ICG | 867412 |
| ICG | 867413 |
| ICG | 867421 |
| ICG | 867428 |
| ICG | 867429 |
| ICG | 867430 |
| ICG | 867436 |
| ICG | 867442 |
| ICG | 867446 |
| ICG | 867448 |
| ICG | 867455 |
| ICG | 867463 |
| ICG | 867465 |
| ICG | 867471 |
| ICG | 867472 |
| ICG | 867473 |
| ICG | 867477 |
| ICG | 867485 |
| ICG | 867486 |
| ICG | 867490 |
| ICG | 867491 |
| ICG | 867504 |
| ICG | 867510 |
| ICG | 867514 |
| ICG | 867515 |
| ICG | 867522 |
| ICG | 867534 |
| ICG | 867538 |
| ICG | 867539 |
| ICG | 867545 |
| ICG | 867550 |
| ICG | 867551 |
| ICG | 867553 |
| ICG | 867554 |
| ICG | 867557 |
| ICG | 867559 |
| ICG | 867563 |
| ICG | 867565 |
| ICG | 867567 |
| ICG | 867572 |
| ICG | 867577 |
| ICG | 867579 |
| ICG | 867589 |
| ICG | 867590 |

|     |        |
|-----|--------|
| ICG | 867591 |
| ICG | 867592 |
| ICG | 867595 |

# Banc One Leasing Corporation

RECORDATION NO. 2139-B

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## SCHEDULE A-1 EQUIPMENT LEASED HEREUNDER

QUANTITY                      DESCRIPTION                      PAGE      1  
=====

184 USED OPEN HOPPER CARS WITH THE FOLLOWING SERIAL NUMBERS AND YEARS OF MANUFACTURE:

|     |        |      |
|-----|--------|------|
| IC  | 866060 | 1967 |
| ICG | 866063 | 1967 |
| ICG | 866073 | 1967 |
| IC  | 866077 | 1967 |
| IC  | 866125 | 1967 |
| ICG | 866181 | 1967 |
| ICG | 866188 | 1967 |
| ICG | 866198 | 1967 |
| IC  | 866202 | 1967 |
| ICG | 866207 | 1967 |
| IC  | 866217 | 1967 |
| ICG | 866245 | 1967 |
| IC  | 866249 | 1967 |
| ICG | 866278 | 1967 |
| IC  | 866295 | 1967 |
| ICG | 866400 | 1967 |
| ICG | 866050 | 1967 |
| ICG | 866071 | 1967 |
| ICG | 866090 | 1967 |
| IC  | 866144 | 1967 |
| ICG | 866152 | 1967 |
| IC  | 866159 | 1967 |
| IC  | 866163 | 1967 |
| IC  | 866196 | 1967 |
| IC  | 866208 | 1967 |

TOGETHER WITH ALL ATTACHMENTS, ADDITIONS, ACCESSIONS, PARTS, REPAIRS, IMPROVEMENTS, REPLACEMENTS AND SUBSTITUTIONS THERETO.

This Schedule A-1 is attached to and made a part of Lease Number 1000065719 and constitutes a true and accurate description of the equipment.

Lessee:

See Attached Signature Page

By: \_\_\_\_\_

Date: \_\_\_\_\_

# Banc One Leasing Corporation

## SCHEDULE A-1 EQUIPMENT LEASED HEREUNDER

| QUANTITY | DESCRIPTION | PAGE |
|----------|-------------|------|
|----------|-------------|------|

184 USED OPEN HOPPER CARS WITH THE FOLLOWING SERIAL NUMBERS AND YEARS OF MANUFACTURE:

|     |        |      |
|-----|--------|------|
| ICG | 866224 | 1967 |
| IC  | 866236 | 1967 |
| ICG | 866301 | 1967 |
| GMO | 866304 | 1967 |
| ICG | 866318 | 1967 |
| ICG | 866358 | 1967 |
| GMO | 866373 | 1967 |
| GMO | 866385 | 1967 |
| GMO | 866395 | 1967 |
| ICG | 866302 | 1972 |
| ICG | 866303 | 1972 |
| GMO | 866306 | 1972 |
| GMO | 866308 | 1972 |
| ICG | 866309 | 1972 |
| GMO | 866310 | 1972 |
| GMO | 866311 | 1972 |
| GMO | 866329 | 1972 |
| GMO | 866336 | 1972 |
| GMO | 866337 | 1972 |
| ICG | 866338 | 1972 |
| ICG | 866339 | 1972 |
| GMO | 866346 | 1972 |
| GMO | 866355 | 1972 |
| GMO | 866366 | 1972 |
| ICG | 866374 | 1972 |

TOGETHER WITH ALL ATTACHMENTS, ADDITIONS, ACCESSIONS, PARTS, REPAIRS, IMPROVEMENTS, REPLACEMENTS AND SUBSTITUTIONS THERETO.

This Schedule A-1 is attached to and made a part of Lease Number 1000065719 and constitutes a true and accurate description of the equipment.

Lessee:

See Attached Signature Page \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

scheda-1.057





# Banc One Leasing Corporation

## SCHEDULE A-1 EQUIPMENT LEASED HEREUNDER

| QUANTITY | DESCRIPTION | PAGE |
|----------|-------------|------|
|----------|-------------|------|

MANUFACTURE:

|     |        |      |
|-----|--------|------|
| ICG | 867294 | 1978 |
| ICG | 867297 | 1978 |
| ICG | 867309 | 1978 |
| ICG | 867312 | 1978 |
| ICG | 867314 | 1978 |
| ICG | 867326 | 1978 |
| ICG | 867332 | 1978 |
| ICG | 867334 | 1978 |
| ICG | 867354 | 1978 |
| ICG | 867363 | 1978 |
| ICG | 867367 | 1978 |
| ICG | 867377 | 1978 |
| ICG | 867389 | 1978 |
| ICG | 867390 | 1978 |
| ICG | 867392 | 1978 |
| ICG | 867037 | 1978 |
| ICG | 867057 | 1978 |
| ICG | 867079 | 1978 |
| ICG | 867095 | 1978 |
| ICG | 867126 | 1978 |
| ICG | 867136 | 1978 |
| ICG | 867178 | 1978 |
| ICG | 867226 | 1978 |
| ICG | 867230 | 1978 |
| ICG | 867242 | 1978 |

TOGETHER WITH ALL ATTACHMENTS, ADDITIONS, ACCESSIONS, PARTS, REPAIRS, IMPROVEMENTS, REPLACEMENTS AND SUBSTITUTIONS THERETO.

This Schedule A-1 is attached to and made a part of Lease Number 1000065719 and constitutes a true and accurate description of the equipment.

Lessee:

See Attached Signature Page

By: \_\_\_\_\_

Date: \_\_\_\_\_

# Banc One Leasing Corporation

## SCHEDULE A-1 EQUIPMENT LEASED HEREUNDER

| QUANTITY | DESCRIPTION | PAGE |
|----------|-------------|------|
|----------|-------------|------|

184 USED OPEN HOPPER CARS WITH THE FOLLOWING SERIAL NUMBERS AND YEARS OF MANUFACTURE:

|     |        |      |
|-----|--------|------|
| ICG | 867265 | 1978 |
| ICG | 867320 | 1978 |
| ICG | 867324 | 1978 |
| ICG | 867330 | 1978 |
| ICG | 867337 | 1978 |
| ICG | 867342 | 1978 |
| ICG | 867373 | 1978 |
| ICG | 867386 | 1978 |
| ICG | 867387 | 1978 |
| ICG | 867405 | 1979 |
| ICG | 867406 | 1979 |
| ICG | 867408 | 1979 |
| ICG | 867409 | 1979 |
| ICG | 867411 | 1979 |
| ICG | 867414 | 1979 |
| ICG | 867419 | 1979 |
| ICG | 867422 | 1979 |
| ICG | 867426 | 1979 |
| ICG | 867433 | 1979 |
| ICG | 867434 | 1979 |
| ICG | 867441 | 1979 |
| ICG | 867449 | 1979 |
| ICG | 867456 | 1979 |
| ICG | 867467 | 1979 |
| ICG | 867476 | 1979 |

TOGETHER WITH ALL ATTACHMENTS, ADDITIONS, ACCESSIONS, PARTS, REPAIRS, IMPROVEMENTS, REPLACEMENTS AND SUBSTITUTIONS THERETO.

This Schedule A-1 is attached to and made a part of Lease Number 1000065719 and constitutes a true and accurate description of the equipment.

Lessee:

See Attached Signature Page

By: \_\_\_\_\_

Date: \_\_\_\_\_

scheda-1.057

# Banc One Leasing Corporation

## SCHEDULE A-1 EQUIPMENT LEASED HEREUNDER

| QUANTITY | DESCRIPTION | PAGE |
|----------|-------------|------|
|----------|-------------|------|

184 USED OPEN HOPPER CARS WITH THE FOLLOWING SERIAL NUMBERS AND YEARS OF MANUFACTURE:

|     |        |      |
|-----|--------|------|
| ICG | 867489 | 1979 |
| ICG | 867501 | 1979 |
| ICG | 867508 | 1979 |
| ICG | 867525 | 1979 |
| ICG | 867526 | 1979 |
| ICG | 867546 | 1979 |
| ICG | 867548 | 1979 |
| ICG | 867549 | 1979 |
| ICG | 867552 | 1979 |
| ICG | 867581 | 1979 |
| ICG | 867584 | 1979 |
| ICG | 867594 | 1979 |
| ICG | 867412 | 1979 |
| ICG | 867413 | 1979 |
| ICG | 867421 | 1979 |
| ICG | 867428 | 1979 |
| ICG | 867429 | 1979 |
| ICG | 867430 | 1979 |
| ICG | 867436 | 1979 |
| ICG | 867442 | 1979 |
| ICG | 867446 | 1979 |
| ICG | 867448 | 1979 |
| ICG | 867455 | 1979 |
| ICG | 867463 | 1979 |
| ICG | 867465 | 1979 |

TOGETHER WITH ALL ATTACHMENTS, ADDITIONS, ACCESSIONS, PARTS, REPAIRS, IMPROVEMENTS, REPLACEMENTS AND SUBSTITUTIONS THERETO.

This Schedule A-1 is attached to and made a part of Lease Number 1000065719 and constitutes a true and accurate description of the equipment.

Lessee:

See Attached Signature Page

By: \_\_\_\_\_

Date: \_\_\_\_\_

scheda-1.057



CO-LESSEE SIGNATURE PAGE  
SCHEDULE A-1

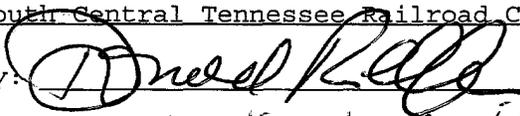
Master Lease Agreement Date: May 1, 1998 Lease Number: 1000065719

Lessee Name: South Central Tennessee Railroad Corp. and Huron and Eastern Railway Company, Inc.

This Signature Page Schedule A-1 is attached to the Lease described above between Banc One Leasing Corporation, as Lessor, and the above identified Lessee. Notwithstanding the identification of the Lessee on the front of the Schedule, the term "Lessee" shall mean the Lessee identified above.

Lessee:

South Central Tennessee Railroad Corp.

By: 

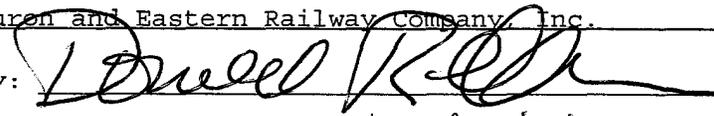
Title: Executive Vice President

Date: May 4, 1998

Witness: Nancy A. Snyder

Lessee:

Huron and Eastern Railway Company, Inc.

By: 

Title: Executive Vice President

Date: May 4, 1998

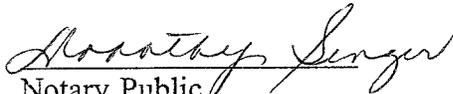
Witness: Nancy A. Snyder

State of Florida )

ss.

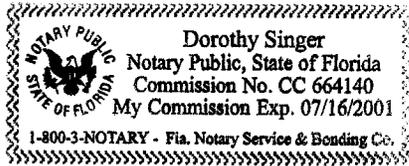
County of Palm Beach )

The foregoing Schedule A-1 was acknowledged before me this Fourth day of May, 1998 by Donald D. Redfearn, Executive Vice President of Huron and Eastern Railway Company, Inc., a Michigan corporation, on behalf of the corporation.

  
Notary Public

My Commission Expires 07-16-01

seal



State of Florida )  
 )  
 ) ss.  
County of Palm Beach )

The foregoing Schedule A-1 was acknowledged before me this Fourth day of May, 1998 by Donald D. Redfearn, Executive Vice President of South Central Tennessee Railroad Corp., a Delaware corporation, on behalf of the corporation.

*Dorothy Singer*  
Notary Public

My Commission Expires 07-16-01

seal

