

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

VIA FEDERAL EXPRESS



RECORDATION NO. 21456 FILED

June 4, 1998

JUN 5 '98

12-51 PM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JUN 5 12 51 PM '98

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

**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 June 1, 1998, 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: Allied Enterprises Inc.  
306 East Emma Road  
Springdale, AR 72764

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 \$26.00 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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulska*  
Susan Grokulska  
Manager - Documents Administration

Enclosures

(ALEN001/002/003/004)

ASSIGN: ALEN001/002/003/004

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of June, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Allied Enterprises Inc., a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 1, 1998, 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

By: [Signature]

Name: JACK THOMAS

Title: President

ATTEST:

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 1st day of June, 1998.

[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 1<sup>st</sup> day of June, 1998.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

ALLIED ENTERPRISES, INC.

By: L.P. Bouchet

Name: Larry P. Bouchet

Title: President

ATTEST:

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_ Executed on this \_\_\_\_ day of \_\_\_\_\_, 1998.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public in and for said state and county, certify that \_\_\_\_\_ 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 \_\_\_\_ day of \_\_\_\_\_, 1998.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

<u>Description of Equipment</u>	<u>Car Numbers</u>
<b>Thirty-Five (35) 100-Ton Gondolas</b>	<b>AM 600 - AM 634, inclusive</b>
<b>Five (5) 73 Ft. Centerbeam Flatcars</b>	<b>AM 1300 - AM 1304, inclusive</b>
<b>Fifty (50) 100-Ton Gondolas</b>	<b>AM 750 - AM 799, inclusive</b>
<b>Thirty-One (31) 100-Ton Gondolas</b>	<b>AM 635 - AM 645 and AM 700 - AM 719</b>

**ALEN001/002/003/004**