First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS

FIRST UNION®

July 29, 1998

RECORDATION NO. 21546 FILED
JUL 30 '98 11-46 AM

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 three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 31, 1997, 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: ATEL Leasing Corporation
235 Pine Street, 6th Floor
San Francisco, California 94104

Lessee: PVS Technologies, Inc.
10900 Harper Avenue
Detroit, MI 48213

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

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 two (2) stamped originals 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 Grokulsky

Susan Grokulsky
Manager – Documents Administration

Enclosures

(PVS001)

ASSIGN: PVS001

RECORDATION NO. 21541 FILED

JUL 30 '98 11-46 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of December, 1997, by and among ATEL Leasing Corporation, a California corporation, as Lessor ("Lessor") and owner of the railcars described in more particular on Exhibit A attached hereto (the "Railcars"), First Union Rail Corporation, a North Carolina corporation, as Manager, acting in its capacity as independent contractor ("Manager"), and PVS Technologies, Inc., an Illinois corporation, as Lessee ("Lessee").

WITNESSETH:

The Manager has assigned that certain Lease Agreement dated as of February 8, 1995, pursuant to that certain Assignment and Assumption Agreement dated as of December 30, 1997, between Lessor and Manager, whereby Lessor will lease certain Railcars to Lessee 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:

ATEL LEASING CORPORATION

By: Vasco H. Morais

Name: Vasco H. Morais

Title: Senior Vice President

ATTEST:

By: Vickie Huynh

Name: VICKIE HUYNH

Title: Legal Assistant

Executed on this 6th day of March, 1998.

[CORPORATE SEAL]

STATE OF CALIFORNIA }

ss.

COUNTY OF SAN FRANCISCO }

On March 6, 1998, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Vasco H. Morais, personally known to me, whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day 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.

Notary Public

My Commission expires: September 15, 1999

JUDITH J. MURIO
Commission #1071852
Notary Public — California
San Francisco County
My Comm. Expires Sep 15, 1999

(Notarial Seal)

(This Notary Acknowledgment is an attachment to MEMORANDUM OF LEASE)

PVS 001

LESSEE:

PVS TECHNOLOGIES, INC

By: Patrick D Lozon

Name: PATRICK D LOZON

Title: PRODUCT MANAGER

ATTEST:

By: Patricia A. Stewart

Name: PATRICIA A. STEWART

Title: Executive Assistant

Executed on this 3rd day of June, 1998.

[CORPORATE SEAL]

STATE OF MICHIGAN

COUNTY OF WAYNE

I, GRACE LILLIAN BAYER, a Notary Public in and for said state and county, certify that PATRICK LOZON 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 3RD day of JUNE, 1998.

GRACE LILLIAN BAYER
NOTARY PUBLIC - WAYNE COUNTY, MI
MY COMMISSION EXPIRES 05/10/00

Grace Lillian Bayer
Notary Public

My Commission Expires:

5/10/00
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

Car Numbers

TGOX 013520