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A T T O R N E Y S

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June 29, 1999

RECORDATION NO. 22214 FILED
JUN 29 '99 11-15AM

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

Dear Secretary Williams:

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

The document is a Memorandum of Lease Agreement, a primary document, dated as of May 17, 1999. We request that one original of this document be recorded under the next available recordation number.

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

Lessor:

GATX-ICE Venture, Inc.
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

Refrigerated Railroader Express, Inc.
c/o Mark VII
965 Ridge Lake Boulevard, Suite 100
Memphis, TN 38120

A description of the equipment covered by the Memorandum of Lease Agreement consists of 150 RoadRailer Bogies numbered GIMX 5000-5149, inclusive, 6 RoadRailer Coupler Mates numbered GIMX 6000-6005, inclusive, and 160 RoadRailer Trailers numbered ICEZ 530001-530159, inclusive.

#1018

BALL JANIK LLP

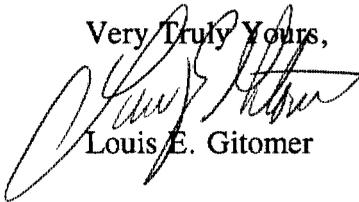
Honorable Vernon A. Williams
June 29, 1999
Page 2

A fee of \$26.00 is enclosed. Please return two originals to:

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

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between GATX-ICE Venture, Inc., Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Refrigerated Railroader Express, Inc., c/o Mark VII, 965 Ridge Lake Boulevard, Suite 100, Memphis, TN 38120, covering 150 RoadRailer Bogies numbered GIMX 5000-5149, inclusive, 6 RoadRailer Coupler Mates numbered GIMX 6000-6005, inclusive, and 160 RoadRailer Trailers numbered ICEZ 530001-530159, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 22214

FILED

JUN 29 '99

11-15AM

MEMORANDUM OF LEASE AGREEMENT

dated as of May 17, 1999

between

**REFRIGERATED ROADRAILER EXPRESS, INC.,
as Lessee,**

and

**GATX - ICE VENTURE, INC.,
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on May __, 1999 at __:__.m.**

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 17, 1999, by and between GATX-ICE VENTURE, INC. ("Lessor") and REFRIGERATED ROADRAILER EXPRESS, INC. ("Lessee"), with reference to the following:

- 1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, the bimodal refrigerated "RoadRailer" trailers and related equipment described on Exhibit A attached hereto (the "Equipment").

All of such Equipment is more fully described in that certain Equipment Master Lease Agreement dated as of May 17, 1999 and the related Supplement No. 1 (together with all of the exhibits, riders, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.

- 2. The Lease is made as of May 17, 1999 and is subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GATX -ICE VENTURE, INC.

By: Thomas C. Nord
Name: THOMAS C. NORD
Title: VICE PRESIDENT

REFRIGERATED ROADRAILER EXPRESS, INC.

By: _____
Name: _____
Title: _____

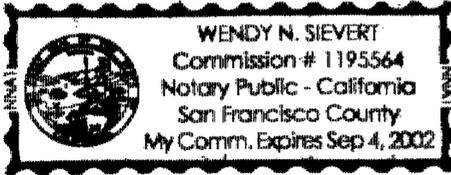
STATE OF CALIFORNIA)

COUNTY OF San Francisco)

) ss.

On this 24th day of May, 1999, before me appeared Thomas C. Nord, the person who signed this instrument, who acknowledged that (s)he is the Thomas C. Nord of GATX -ICE VENTURE, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Wendy N. Sievert
Notary Public

My commission expires:

, _____

STATE OF _____)

) ss.

COUNTY OF _____)

On this ____ day of May, 1999, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of REFRIGERATED ROADRAILER EXPRESS, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires:

, _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 17, 1999, by and between GATX-ICE VENTURE, INC. ("Lessor") and REFRIGERATED ROADRAILER EXPRESS, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, the bimodal refrigerated "RoadRailer" trailers and related equipment described on Exhibit A attached hereto (the "Equipment").

All of such Equipment is more fully described in that certain Equipment Master Lease Agreement dated as of May 17, 1999 and the related Supplement No. 1 (together with all of the exhibits, riders, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.

2. The Lease is made as of May 17, 1999 and is subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GATX -ICE VENTURE, INC.

By: _____

Name: _____

Title: _____

REFRIGERATED ROADRAILER EXPRESS, INC.

By: James T Graves

Name: JAMES T. GRAVES

Title: SECRETARY

STATE OF CALIFORNIA)

COUNTY OF _____) ss.

On this ___ day of May, 1999, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of GATX -ICE VENTURE, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires:

STATE OF Missouri)
COUNTY OF Bohannon) ss.

On this 25th day of May, 1999, before me appeared JAMES T. GRAVES, the person who signed this instrument, who acknowledged that (s)he is the SECRETARY of REFRIGERATED ROADTRAILER EXPRESS, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Sharon L. Judkins

Notary Public

My commission expires:

August 16, 2001

**EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF EQUIPMENT

Description	Mark	No.
RoadRailer Bogies	GIMX	5000 through 5149

Description	Mark	No.
RoadRailer Coupler Mates	GIMX	6000 through 6005

Description	Mark	No.
RoadRailer Trailers	ICEZ	530001 through 530159