

LAW OFFICES

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WASHINGTON, D.C. 20006-4103  
202-296-8600

TELECOPIER  
312-750-8600

19154

December 30, 1994

0100471014

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenues  
Washington, D.C. 20423

Attention: Janice Fort, Room 2311

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are three original executed copies and one photostatic copy of a Memorandum of Lease Agreement, dated as of November 15, 1994, a primary document as defined in the Commissioner's Rules for the Recordation of Documents. The Memorandum of Lease is with respect to that certain Railcar Full Service Leasing Agreement, dated as of October 11, 1990 and Rider 4 thereto, dated as of June 30, 1994 between Citicorp Railmark, Inc. and JTM Industries, Inc.

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

Lessor: Citicorp Railmark, Inc.  
450 Mamaroneck Avenue  
Harrison, New York 10528

Lessee: JTM Industries, Inc.  
1000 Cobb Place Boulevard  
Building 400  
Kennesaw, Georgia 30144

Mr. Vernon A. Williams  
December 30, 1994  
Page 2

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

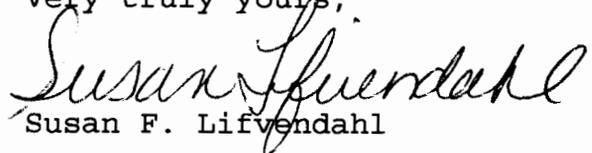
Kindly return two stamped original copies and the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Lease Agreement, dated as of November 15, 1994 between Citicorp Railmark, Inc., Lessor, and JTM Industries, Inc., Lessee, with respect to that certain Railcar Full Service Leasing Agreement, dated as of October 11, 1990 and Rider 4 thereto, dated as of June 30, 1994, covering 27 100-ton hopper cars.

Very truly yours,

  
Susan F. Lifvendahl

SFL:ej  
w/encl.

cc: Robert W. Kleinman  
Susan G. Lichtenfeld

Interstate Commerce Commission  
Washington, D.C. 20423

1/3/95

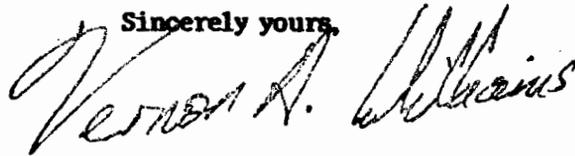
OFFICE OF THE SECRETARY

Susan F. Lifvendahl  
Ross & Hardies  
150 North Michigan Avenue  
Chicago, Illinois 60601-7567

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/3/95 at 11:30AM, and assigned recordation number(s). 19154.

Sincerely yours,



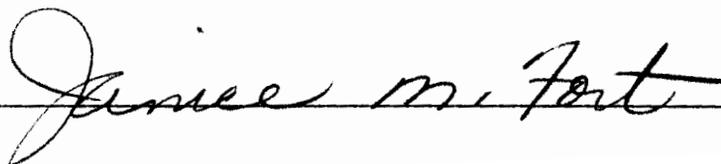
Vernon A. Williams  
Secretary

Enclosure(s)

(0100471014)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



JAN 10 1995

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is made and entered into this 15th day of November, 1994, by and between Citicorp Railmark, Inc., (hereinafter referred to as "Lessor") and JTM Industries, Inc. (hereinafter referred to as "Lessee"), respecting that certain Railcar Full Service Leasing Agreement dated as of October 11, 1990 (the "Lease") and Rider 4 thereto ("Rider 4") dated as of June 30, 1994 between Lessor and Lessee.

Pursuant to the provisions of the Lease and Rider 4, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor the covered hopper cars described on Schedule A hereto (the "Railcars"). The Railcars bear the railroad reporting marks set forth on Schedule A hereto.

2. The term of the Lease for any Railcar under Rider 4 shall commence on July 1, 1994 and shall terminate no later than July 31, 1997, provided that the Lease may be sooner terminated as provided therein.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider 4 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease or Rider 4, the provisions of the Lease or Rider 4, as the case may be, shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written and each of the undersigned signatories declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered as of the date first above written.

JTM INDUSTRIES, INC.

CITICORP RAILMARK, INC.

By: Dennis G. Kinder  
Name: DENNIS G. KINDER  
Title:

By: Bradford Holley  
Name: BRADFORD HOLLEY  
Title: VICE PRESIDENT

*Executive V.P.  
Sales & Marketing*

STATE OF NEW YORK )  
 )  
COUNTY OF WESTCHESTER )

On this ~~14~~<sup>14<sup>TH</sup></sup> day of ~~November~~<sup>DECEMBER</sup>, 1994, before me personally appeared BRADFORD HOWEY, to me personally known who, being by me duly sworn, says that he is VICE PRESIDENT of CITICORP RAILMARK, INC., that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

ROBERT R. GOLDBERG  
Notary Public, State of New York  
No. 4690571  
Qualified in Westchester County  
Commission Expires November 30, 1995

[Notary Seal]

My Commission Expires

STATE OF GEORGIA )  
 )  
COUNTY OF COBB )

On this 3<sup>rd</sup> day of ~~November~~<sup>December</sup>, 1994, before me personally appeared Dennis L. Kincaid, to me personally known who, being by me duly sworn, says that he is Executive Vice President of JTM INDUSTRIES, INC., that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notary Seal]

My Commission Expires

Notary Public, Cobb County, Georgia  
My Commission Expires February 8, 1997

SCHEDULE A

27 100-ton 3,000 c.f. capacity Covered Hopper Cars

CRIX 1540 - CRIX 1565, Inclusive  
CRIX 1592