

RAILCAR, Ltd.
Suite 315
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847

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0100349003

RAILCAR

August 19, 1994

Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

RECORDATION NO. **18946** FILED 1425

AUG 29 1994 -9 55 AM

Attn: Ms. Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

Re: Lease Agreement by and Between Railcar, Ltd., acting as agent for owners, and
Omnitrax, Inc.

Dear Ms. Lee:

Enclosed herewith are two (2) originally executed and notarized copies of a Summary Lease Agreement by and between Railcar, Ltd., a Georgia corporation acting as agent for owners, as Lessor and Omnitrax, Inc., a Colorado corporation, as Lessee. The Lease is for thirty (30) 52 foot, 6 inch, 100-ton gondolas having AAR mechanical designation G-519 and bearing the reporting marks and car numbers CWP 3001 - 3030, inclusive.

The address of the parties are as follows:

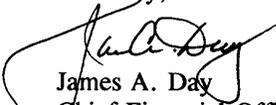
Railcar, Ltd.
1819 Peachtree Road, N.E., Suite 315
Atlanta, Georgia 30309

Omnitrax, Inc.
252 Clayton Street, 4th Floor
Denver, Colorado 80206

LICENSING BRANCH
Aug 29 9 55 AM '94
RECEIVED
OFFICE OF THE
SECRETARY

I would appreciate your recording the enclosed Summary Lease Agreement and returning one (1) copy to me. A check for the filing fee in the amount of \$18.00 is enclosed.

Sincerely,


James A. Day
Chief Financial Officer

JAD/pmb

Enclosures: (2) Original Copies of Summary Lease Agreements
Check

1011.jd

Interstate Commerce Commission
Washington, D.C. 20423

AUGUST 29, 1994

OFFICE OF THE SECRETARY

JAMES A. DAY
RAILCAR, LTD
1819 PEACHTREE ROAD NE SUITE 315
ATLANTA GA 30309-1847

Dear MR. DAY:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/29/94 at 9:55AM, and assigned recordation number(s). 18946

Sincerely yours,



Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 18.00 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



AUG 29 1994 -9 55 AM

MEMORANDUM OF LEASE AGREEMENT

1. This Lease Agreement is made and entered into as of the 9th day of June, 1994, by and between RAILCAR, LTD., a Georgia corporation, acting as agent for owners, and OMNITRAX, INC., a Colorado corporation.

2. Railcar, Ltd. agrees to lease to OmniTrax, Inc. and OmniTrax, Inc. agrees to and hereby lease from Railcar Ltd., the following:

Up to thirty (30) 52 foot, 6 inch, 100-ton gondolas with 5 foot high sides, all of which were originally built in 1977 and 1979, having AAR Mechanical Designation G-519 and bearing the reporting marks and car numbers CWP 3001 - 3030, inclusive.

3. The address of the parties are as follows:

Railcar, Ltd. (Lessor)
1819 Peachtree Road, N.E., Suite 303
Atlanta, Georgia 30309-1847

OmniTrax, Inc.
252 Clayton Street, 4th Floor
Denver, Colorado 80206

4. The term of this Lease Agreement is for four (4) years.

5. The terms and provisions of this Lease Agreement, are more particularly set forth in a Lease Agreement of even date by and between OmniTrax, Inc. and Railcar, Ltd.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Agreement to be executed as of the day and year first above written.

RAILCAR, LTD., acting as agent for owners, (LESSOR)

By: Wilds L. Pierce
Wilds L. Pierce, President

[CORPORATE SEAL]

OMNITRAX, INC.
(LESSEE)

By: Donald J. Kefferingwell
Title: Sr. Vice President - M&S

[CORPORATE SEAL]

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

On this 27th day of July, 1994, before me personally appeared Wilds L. Pierce, to me personally known, who being by me duly sworn says that he is President of the Railcar, Ltd., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joyce E. Benfield
Notary Public
Notary Public, Clayton County, Georgia
My Commission Expires July 9, 1996

STATE OF Colorado)
) ss
COUNTY OF Denver)

On this 1st day of August, 1994, before me personally appeared Donald J. Leffingwell, to me personally known, who being by me duly sworn says that he is Senior Vice President - Marketing & Sales of OmniTrax, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Penny Dyer
Notary Public
My Commission expires:
10-29-94