

**SFC** | SENTRY FINANCIAL CORPORATION  
One Utah Center, Suite 1400, Salt Lake City, Utah 84111-2215  
Telephone (801) 596-9600 Telefax (801) 596-9630

0100407013

Jonathan M. Ruga

October 18, 1994

**HAND DELIVERY**

Vernon Williams  
Acting Secretary  
Interstate Commerce Commission  
Room 2303  
Washington, DC 20423

19023

OCT 19 1994 10:33 AM

RECORDS SECTION

OCT 19 10 33 AM '94

RE: Recordation of Financing Document

Dear Secretary:

I have enclosed executed counterparts of a document titled "Memorandum of Master Equipment Lease Agreement and Equipment Schedule No. 18," dated as of the 14th day of October 1994, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document identifies a lease of four railroad locomotives under Equipment Schedule No. 18, dated October 14, 1994, pursuant to a Master Equipment Lease Agreement, dated as of July 22, 1993, between Sentry Financial Corporation, as "Lessor," and Costain Coal, Inc. and Costain America, Inc., collectively, as "Co-Lessee."

The names and addresses of the parties to the document are listed below. Please note there are two lessees and we request that you index separately this document under the name of each Co-Lessee in the ICC "Lessee" Index book (white pages).

**Lessor:** Sentry Financial Corporation  
One Utah Center  
201 South Main Street, Suite 1400  
Salt Lake City, UT 84111

**Co-Lessee:** Costain Coal, Inc.  
249 East Main Street, Suite 200  
Lexington, KY 40507

**Co-Lessee:** Costain America, Inc.  
249 East Main Street, Suite 200  
Lexington, KY 40507

A description of the equipment covered by the lease is as follows:

Four (4) Diesel Locomotive Engines, Model GP-9, 1750 H.P., manufactured by General Motors E.M.D. The serial numbers are 4544, 4547, 4548, and 4549.

A fee of \$21.00 is enclosed. Please return any stamped counterpart(s) of the document not needed by the Commission for recordation to:

Sentry Financial Corporation  
One Utah Center  
201 South Main Street, Suite 1400  
Salt Lake City, UT 84111



Dallas, TX

Salt Lake City, UT



Secretary  
Interstate Commerce Commission  
October 18, 1994  
Page 2

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A short summary of the document to appear in the index is as follows:

Covers four (4) GP-9 diesel locomotive engines, with serial numbers 4544, 4547, 4548, 4549.

Sincerely,



Jonathan M. Ruga  
Chief Executive Officer

1207\1207icccov.ltr

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/19/94

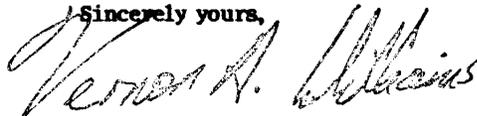
OFFICE OF THE SECRETARY

Jonathan M. Ruga  
Sentry Financial Corporation  
One Utah Center  
201 South Main Street, Ste. 1400  
Salt Lake City, UT. 84111

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 10/19/94 at 10:35AM, and assigned recordation number(s). 19023.

Sincerely yours,



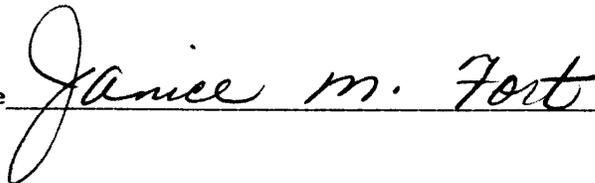
Vernon A. Williams  
Acting Secretary

Enclosure(s)

(0100407013)

\$ 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



19023

OCT 19 1994

**MEMORANDUM OF MASTER EQUIPMENT  
LEASE AGREEMENT AND EQUIPMENT SCHEDULE NO. 18**

This Memorandum of Master Equipment Lease Agreement and Equipment Schedule No. 18 is dated as of October 14, 1994. On July 22, 1993, a Master Equipment Lease Agreement was made between SENTRY FINANCIAL CORPORATION ("Lessor") with a place of business located at One Utah Center, Suite 1400, 201 South Main Street, Salt Lake City, UT 84111-2215 and COSTAIN COAL, INC. and COSTAIN AMERICA, INC., as co-lessees (collectively, "Lessee") with the principal place of business located at 249 East Main Street, Suite 200, Lexington, KY 40507. On October 14, 1994, Equipment Schedule No. 18 was issued pursuant to the Master Equipment Lease Agreement identified above, whereby Lessor leased to Lessee four (4) diesel locomotive engines, manufactured by General Motors E.M.D., Model GP-9, 1750 H.P., identified by \_\_\_\_\_ serial numbers 4544, 4547, 4548, 4549.

**IN WITNESS WHEREOF**, the parties hereto have executed this Memorandum of Master Equipment Lease Agreement and Equipment Schedule No. 18 as of the day and year first set forth above.

**LESSOR:**

**SENTRY FINANCIAL CORPORATION,**  
a Utah corporation

By: Jonathan M. Ruga

Name: Jonathan M. Ruga

Title: Chief Executive Officer

**LESSEE:**

**COSTAIN COAL, INC.,**  
a Delaware corporation

By: George E. Oberg

Name: George E. Oberg

Title: Vice President, Finance

**COSTAIN AMERICA, INC.,**  
a Delaware corporation

By: George E. Oberg

Name: George E. Oberg

Title: Vice President, Finance

**ACKNOWLEDGMENT OF MEMORANDUM OF  
MASTER EQUIPMENT LEASE AGREEMENT AND EQUIPMENT SCHEDULE NO. 18  
FOR PURPOSES OF ICC DOCUMENT RECORDATION**

STATE OF UTAH )  
 : ss.  
COUNTY OF SALT LAKE )

On this 13th day of October, 1994 before me personally appeared Jonathan M. Ruga, to me personally known, who being by me duly sworn, says that he is the Chief Executive Officer of Sentry Financial Corporation, that the Memorandum of Master Equipment Lease Agreement and Equipment Schedule No. 18 was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Jennifer F. McKinnon*  
NOTARY PUBLIC  
Residing at: UTAH

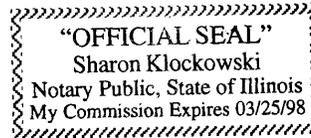


ILLINOIS  
STATE OF ~~KENTUCKY~~ )  
 : ss.  
COOK  
COUNTY OF ~~FAYETTE~~ )

On this 14th day of October, 1994 before me personally appeared George E. Oberg, to me personally known, who being by me duly sworn, says that he is the Vice President, Finance of Costain Coal, Inc., that the Memorandum of Master Equipment Lease Agreement and Equipment Schedule No. 18 was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.  
(Seal)

*Sharon Klockowski*  
NOTARY PUBLIC  
Residing at: IL

My Commission Expires:  
3/25/98



ILLINOIS  
STATE OF ~~KENTUCKY~~ )  
 : ss.  
COOK  
COUNTY OF ~~FAYETTE~~ )

On this 14th day of October, 1994 before me personally appeared George E. Oberg, to me personally known, who being by me duly sworn, says that he is the Vice President, Finance of Costain America, Inc., that the Memorandum of Master Equipment Lease Agreement and Equipment Schedule No. 18 was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Sharon Klockowski*  
NOTARY PUBLIC  
Residing at: IL

My Commission Expires:  
3/25/98  
1207Ackn.ICC

