

National City
Leasing Corporation

0100545055

(2)

RECORDATION NO. 19266 YA
FILED 1425

MAR 2 1995 -2 10 PM

INDIANAPOLIS COMMERCE COMMISSION

March 1, 1995

Mr. Vernon A. Williams
Secretary
Intrastate Commerce Commission
Room 2311
12th & Constitution Avenue, NW
Washington, DC 20423

RECEIVED
OFFICE OF THE
SECRETARY
MAR 2 2 35 PM '95
LICENSING BRANCH

Dear Mr. Williams:

Please find enclosed, for recordation, three original copies of a Memorandum of Lease of Railroad Equipment, with copies of the Lease of Railroad Equipment attached, covering the Lease dated February 22, 1995, between National City Leasing Corporation, 101 S. Fifth Street, Seventh Floor, Louisville, Kentucky 40202, as Lessor, and RailTex, Inc., 4040 Broadway, Suite 200, San Antonio, Texas 78209. This lease is for one hundred forty-five (145) 3,850 cubic foot, 100 ton, rapid discharge open top hopper railcars, reporting mark and unit number per Exhibit One to the Memorandum.

You will also find enclosed our check in the amount of \$41.00 to cover the filing fee.

Please return two copies of the recorded documents to my attention at the above address.

Very truly yours,



Toni Scott
Vice President
National City Leasing Corporation

TS:bs
intcom.ltr

Enclosure

Louisville Office
P.O. Box 36040
Louisville, KY 40233-6040
502 581-5229
Fax 502 581-6488

Cleveland Office
1900 East Ninth Street - 10th Floor
Cleveland, OH 44114-3484
216 575-3265
Fax 216 575-2601

Columbus Office
155 East Broad Street
Columbus, OH 43251-0038
614 463-7434
Fax 614 463-7959

Indianapolis Office
101 W. Washington St., Suite 200 East
Indianapolis, IN 46255
317 267-3639
Fax 317 267-8899



Washington, D.C. 20423-0001

3/2/95

Office Of The Secretary

Toni Scott
Vice President
National City Leasing Corporation
P.O. Box 36040
Louisville, KY 40233-6040

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 3/2/95 at 2:40PM, and assigned recordation number(s) 19266-A, 19267-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

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\$ 84.00 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

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MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of February 22, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of February 22, 1995 (the "Lease") between NATIONAL CITY LEASING CORPORATION, a Kentucky corporation ("Lessor"), and RAILTEX, INC., a Texas corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the one hundred forty-five (145) open top hopper railcars, more fully described in Exhibit 1 hereto (the "Units"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

NATIONAL CITY LEASING CORPORATION

RAILTEX, INC.

By: [Signature]
Title: VICE PRESIDENT
Date: FEBRUARY 28, 1995

By: [Signature]
Title: President
Date: February 22, 1995

[Handwritten mark]

EXHIBIT 1

To the Memorandum of Lease of Railroad Equipment dated as of February 22, 1995 between National City Leasing Corporation and Railtex, Inc.

Equipment Description:

One hundred forty-five (145), 3,850 cubic foot, 100-ton rapid discharge open top hopper railcars, built by Ortner in 1978, 1980 or 1981.

Reporting Mark: CBNS

Numbers:

1	78004	43	78213	85	80367	127	80452
2	78007	44	78215	86	80368	128	80454
3	78056	45	78217	87	80371	129	80457
4	78066	46	78218	88	80374	130	80458
5	78070	47	78223	89	80375	131	80459
6	78072	48	78224	90	80376	132	81460
7	78074	49	78225	91	80380	133	81462
8	78075	50	78226	92	80386	134	81465
9	78078	51	78229	93	80387	135	81466
10	78079	52	80231	94	80388	136	81468
11	78081	53	80233	95	80389	137	81470
12	78088	54	80234	96	80390	138	81471
13	78106	55	80237	97	80393	139	81473
14	78110	56	80241	98	80395	140	81474
15	78114	57	80246	99	80398	141	81477
16	78115	58	80251	100	80399	142	81480
17	78128	59	80254	101	80400	143	81482
18	78130	60	80259	102	80401	144	81483
19	78134	61	80260	103	80402	145	81486
20	78135	62	80262	104	80403		
21	78136	63	80267	105	80406		
22	78139	64	80268	106	80408		
23	78141	65	80271	107	80409		
24	78147	66	80274	108	80412		
25	78148	67	80277	109	80416		
26	78155	68	80284	110	80420		
27	78156	69	80288	111	80423		
28	78157	70	80289	112	80427		
29	78160	71	80291	113	80429		
30	78174	72	80299	114	80430		
31	78177	73	80301	115	80431		
32	78179	74	80304	116	80434		
33	78181	75	80311	117	80436		
34	78183	76	80319	118	80437		
35	78186	77	80326	119	80438		
36	78191	78	80327	120	80440		
37	78193	79	80337	121	80442		
38	78194	80	80342	122	80443		
39	78201	81	80347	123	80444		
40	78205	82	80354	124	80445		
41	78206	83	80364	125	80450		
42	78209	84	80365	126	80451		

STATE OF KENTUCKY)
) S
COUNTY OF JEFFERSON)

On this 28th day of FEBRUARY, 1995, before me personally appeared MARY L. SCOTT, to me personally known, who, being by me duly sworn says that she is VICE PRESIDENT of **NATIONAL CITY LEASING CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Brenda Smith
Notary Public

Notary Public, State at Large, KY.
My commission expires Feb. 27, 1996

My Commission Expires:

[Notarial Seal]

STATE OF TEXAS)
) S
COUNTY OF BEXAR)

On this 2nd day of February, 1995, before me personally appeared Bruce M. Stehly, to me personally known, who, being by me duly sworn says that he is President of **RAILTEX, INC.**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Vivian Hitchcock
Notary Public

My Commission Expires:

8-26-95



[Notarial Seal]

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