

0100754079

LAW OFFICES

MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

10 LIGHT STREET

BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-787-6464

FAX 410-385-3700

300 ACADEMY STREET
CAMBRIDGE, MD 21613-1865

101 BAY STREET
EASTON, MD 21601-2718

11350 RANDOM HILLS ROAD
FAIRFAX, VA 22030-7429

30 WEST PATRICK STREET
FREDERICK, MD 21701-6903

22 WEST JEFFERSON STREET
ROCKVILLE, MD 20850-4286

600 WASHINGTON AVENUE
TOWSON, MD 21204-8965

1450 G STREET, N.W.
WASHINGTON, D.C. 20005-2001

August 26, 1995 19579

AUG 30 1995 - 3 22 PM

CERTIFIED MAIL, RETURN
RECEIPT REQUESTED

(INVESTMENT...)

Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423
Attn: Ms. Janice Fort

RECEIVED THE
OFFICE OF THE
SECRETARY
AUG 30 3 30 PM '95
LICENSING BRANCH

RE: Memorandum of Railcar Lease Agreement
Between ITG, Inc. and Rogers Group, Inc.

Dear Ms. Fort:

Enclosed is an original and one (1) certified copy of a Memorandum of Railcar Lease Agreement to be recorded with the Interstate Commerce Commission as a primary document.

The enclosed Railcar Lease Agreement dated as of August 11, 1995 between ITG, Inc., 106 North Main street, Victoria, Texas 77901 and Rogers Group, Inc., P.O. Box 147, Kentland, Indiana 47951 is being filed pursuant to the provisions of 49 USC, Section 11303.

Also enclosed is a check in the amount of \$21.00 to cover the cost of filing same. Please accept the enclosed for filing and return evidence of recordation to me at the above address.

Please do not hesitate to contact me at (410) 385-3432 should you have any questions.

Sincerely,

Laura A. Snyder
Laura A. Snyder
Legal Assistant

las
Enclosures

cc: Patricia A. Leonard, Esq. (w/ enclosures)
Ms. Whitney Kerridge (w/ enclosures)

THE ATTACHED IS A TRUE AND CERTIFIED COPY OF THE RAILCAR LEASE AGREEMENT DATED AS OF AUGUST 11, 1995 BETWEEN ITG, INC. AND ROGERS GROUP, INC.

RECORDATION NO. 19579 FILED 1425

AUG 30 1995 -3 35 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. ~~9579~~ FILED 1425

AUG 30 1995 -3 35 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF RAILCAR LEASE AGREEMENT

dated as of August 11, 1995

between

ITG, INC.,

as Lessor

and

ROGERS GROUP, INC.,

as Lessee

**FILED WITH THE INTERSTATE COMMERCE
COMMISSION PURSUANT TO 49 U.S.C. § 11303
ON _____, 1995 AT __ A.M.
RECORDATION NUMBER _____**

On this 11th day of ~~July~~ ^{Aug}, 1995 before me personally appeared TERRY SASSORA to me personally known, who being by me duly sworn, says that he is the _____ of _____, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on ~~July~~ Aug 11, 1995 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.

Theresa M. Brewster
Notary Public
THERESA M. BREWSTER

[Notarial Seal]

My commission expires: 12/30/96

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of July 1, 1995 by and between ITG, INC., a Texas corporation ("Lessor"), and ROGERS GROUP, INC., a corporation ("Lessee"), with reference to the following:

- 1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, four (4) 100-ton Difco dump cars bearing ITGX reporting marks and identified by road nos. 600 through 603 inclusive, all as more particularly described in that certain Railcar Lease Agreement dated as of April 18, 1995 (the "Lease"), between Lessor and Lessee, and in the Schedules to be executed and delivered by Lessor and Lessee from time to time in connection therewith.
- 2. The Lease shall be effective as of the execution date thereof and shall be subject to the Term of the Lease, as defined therein.

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

ITG, INC.
Lessor

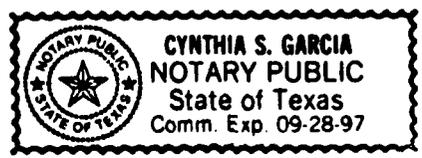
By: [Signature]
Michael J. Sagebiel
President

ROGERS GROUP, INC.
Lessee

By: [Signature]
Name: TERRY SOSSONG
Title: AREA MANAGER

STATE OF Texas, CITY OF Victoria, TO WIT:

On this 28th day of July, 1995 before me personally appeared, Michael J. Sagebiel, to me personally known, who being by me duly sworn, says that he is the president of ITG, Inc., a Texas corporation, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on July 28th, 1995 on behalf of said association 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 association.



Cynthia S. Garcia
Notary Public

[Notarial Seal]

My commission expires: 9-28-97
STATE OF Texas, COUNTY OF Victoria, TO WIT: