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August 26, 1995

RECORDED 19580

AUG 30 1995 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

AUG 30 3 29 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

CERTIFIED MAIL, RETURN
RECEIPT REQUESTED

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

RE: Memorandum of Railcar Lease Agreement
Between ITG, Inc. and Peoria and Pekin
Union Railway

Dear Ms. Fort:

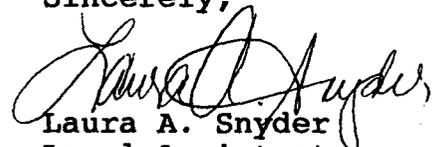
Enclosed is an original and one (1) certified copy of a Memorandum of Railcar Lease Agreement to be recorded with the Interstate Commerce Commission as a primary document.

The enclosed Railcar Lease Agreement dated as of August 16, 1995 between ITG, Inc., 106 North Main street, Victoria, Texas 77901 and Peoria and Pekin Union Railway, 301 Wesley Road, Creve Coeur, Illinois 61610 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
Legal Assistant

as
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 16, 1995 BETWEEN ITG, INC. AND PEORIA AND PEKIN UNION RAILWAY.

RECORDATION NO. 19580 FILED 1425
AUG 30 1995 -3 35 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 19580 FILED 1425

AUG 30 1995 -3 35 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF RAILCAR LEASE AGREEMENT

dated as of August 16, 1995

between

ITG, INC,

as Lessor

and

PEORIA AND PEKIN UNION RAILWAY,

as Lessee

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

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of July 28th, 1995 by and between ITG, Inc., a Texas corporation ("Lessor"), and PEORIA AND PEKIN UNION RAILWAY, an Illinois corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, fourteen (14) 70-ton cars bearing ITGX reporting marks and identified by road nos. 3000 through 3002 and 3004 through 3012 inclusive, 3026 and 3028, and two (2) one hundred ton cars bearing reporting marks ITGX and identified by road nos. 3030 and 3031, all as more particularly described in Exhibits D, F and H of that certain Railcar Lease Agreement dated as of May 13, 1988 (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

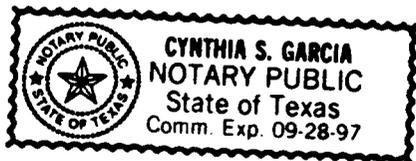
By: Michael J. Sagebiel
Michael J. Sagebiel
President

PEORIA AND PEKIN UNION RAILWAY
Lessee

By: Jack B. Reese
Name:

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 Illinois, COUNTY OF Tazewell, TO WIT:

On this 16th day of AUG, 1995 before me personally appeared Jack B. Reaser to me personally known, who being by me duly sworn, says that he is the VP - Operations of PPU Ry., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on Aug 16 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.



Catherine B. Ripper
Notary Public

[Notarial Seal]

My commission expires: