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202-296-8600

WRITER'S DIRECT LINE
(312) 750-5708

October 16, 1995

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenues
Washington, D.C. 20423

Attention: Janice Fort, Room 2311

Dear Mr. Williams:

LICENSES BRANCH

OCT 15 10 29 AM '95

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are one original executed counterpart and three photostatic copies of a Memorandum of Order, dated as of October 11, 1995, a primary document as defined in the Commissioner's Rules for the Recordation of Documents. The Memorandum of Order is with respect to that certain Order entered on September 7, 1995 by Judge Ann C. Williams in the United States District Court for the Northern District of Illinois Eastern Division (the "Order").

The names and addresses of the parties in the enclosed Memorandum of Order are:

Lienor: Union Pacific Railroad Company
ATTN: President
1416 Dodge Street
Room 800
Omaha, NE 68179

Lienees: TEMCO Leasing Company
ATTN: President
100 East Scranton Avenue
Lake Bluff, IL 60044

Mr. Vernon A. Williams
October 16, 1995
Page 2

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Order.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

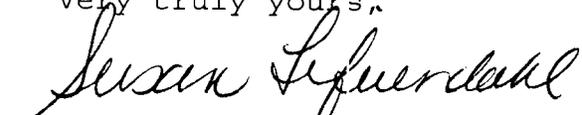
Kindly return two stamped original copies, the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Order, dated as of October 11, 1995, entered on September 7, 1995 by Union Pacific Railroad Company, as Lienor, with respect to that certain Order by Judge Ann C. Williams in the United States District Court for the Northern District of Illinois Eastern Division, covering 169 tank cars.

Very truly yours,


Susan F. Lifvendahl

SFL
w/encl.

cc: Raymond H. Groble III

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October 18, 1995

VIA FEDERAL EXPRESS

Ms. Janice Fort
Room 2303
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Union Pacific Railroad Company

Dear Janice:

Enclosed please find a check in the amount of \$21.00 payable to ICC in connection with the recordation of Union Pacific's Memorandum of Order. If you have any questions, please do not hesitate to contact me at (312) 750-5708.

Very truly yours,



Susan F. Lifvendahl

SFL/ns

Enclosure



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/19/95

Office Of The Secretary

Susan F. Lifvendahl
ROSS & HARDIES
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/19/95 at 10:20AM, and assigned recordation number(s). 19672.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100820022)

\$ 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

OCT 13 1995 10 20 AM

MEMORANDUM OF ORDER

This Memorandum of Order is made as of October 11, 1995, by Union Pacific Railroad Company, (hereinafter referred to as "Lienor"), respecting that certain Order entered on September 7, 1995 by Judge Ann C. Williams in the United States District Court for the Northern District of Illinois Eastern Division (the "Order"), a copy of which is attached hereto as Exhibit A.

Pursuant to the provisions of the Order, Lienor hereby acknowledges and affirms that:

1. Judgment has been entered in favor of Lienor and against TEMCO Leasing Company and TEMCO Corporation (hereinafter collectively referred to as "Lienees") in the total amount of \$80,544.21, inclusive of any and all costs.

2. Lienor has a judgment lien in the amount of \$80,544.21 against the property of Lienees, which property includes the tank cars described on Exhibit B attached hereto (the "Railcars"). The Railcars bear the railroad reporting marks set forth on Exhibit B hereto.

3. Lienor further acknowledges and affirms that this Memorandum of Order is not a summary of the Order nor a complete recitation of the terms and provisions thereof. Accordingly, Lienor hereby acknowledges that in the event of a conflict between this Memorandum of Order and the provisions of the Order, the provisions of the Order shall control.

IN WITNESS WHEREOF, Lienor, pursuant to due corporate authority, has caused this Memorandum of Order to be duly executed in its corporate name by its officer, thereunto duly authorized, as of the date first above written and the Lienor signatory declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered as of the date first above written.

UNION PACIFIC RAILROAD COMPANY

By: Paul D. BergName: PAUL D. BERGTitle: ASSISTANT TREASURER

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this 11 day of October, 1995, before me personally appeared P. D. BERG, to me personally known who, being by me duly sworn, says that he is ASSISTANT Treasurer of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notary Seal]

Loren L. McKown
Notary Public

My Commission Expires

RECEIVED

IN THE UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF ILLINOIS
 EASTERN DIVISION

AUG 30 1995

UNION PACIFIC RAILROAD COMPANY,)
 a corporation,)
)
 Plaintiff,)
)
 v.)
)
 TEMCO LEASING COMPANY, a)
 corporation and TEMCO CORPORATION,)
)
 Defendants.)

JUDGE ANN C. WILLIAMS
 UNITED STATES DISTRICT COURT
 NO. 94 C 6225
 Judge Williams
 Magistrate Judge Rosemond

ORDER

This case comes before the Court on the stipulation of the parties, seeking, *inter alia*, the vacating of the Court's prior order of dismissal, the reinstatement of this case, the entry of judgment as to certain of the claims, and the granting of certain other relief, and the Court being fully advised in the premises.

IT IS HEREBY ORDERED:

- A. This Court's order of dismissal dated June 29, 1995, is vacated and this cause is reinstated.
- B. Plaintiff's First Amended Complaint is amended as follows:
 - (1) Exhibit "F" to the First Amended Complaint is withdrawn and hereby replaced with a new Exhibit "F", a true and correct copy of which is attached to this Order; and
 - (2) The dollar amount alleged to be due and owing to the Plaintiff at Paragraphs 10 and 13 of Count I and Paragraphs 11 and 14 of Count II, together with

DOCKETED
 SEP 03 1995
 ROSS & HARDIES

the prayers for relief for Counts I and II, is hereby increased to the sum of \$156,611.52.

- C. Judgment is entered in favor of Plaintiff and against Defendants at Counts I and II in the total amount of \$80,544.21, inclusive of any and all costs.
- D. This judgment order is not an adjudication of the parties' rights and liabilities only with regard to the following amounts on the following invoices identified in Exhibit "F" attached to this Order:

Invoice No. 701138	\$ 38.68
Invoice No. 701758	1,092.46
Invoice No. 730665	425.03
Invoice No. 730968	963.78
Invoice No. 702680	10,760.66

This judgment order shall not affect and is not a bar to Defendants' rights to contest the foregoing sums allegedly due on said invoices; nor shall this judgment affect or bar Plaintiff's right to seek payment of the foregoing sums on said invoices. All such claims are, however, hereby dismissed without prejudice.

- F. Other than the filing and/or recording of this order for the purpose of perfecting a judgment lien against the property of the Defendants, Plaintiff shall not institute any post judgment enforcement or collection actions until (i) October 25, 1995 or (ii) Defendants' affiliated railroad corporations (Seagraves, Whiteface & Lubbock Railroad Co. and Floydada & Plainview Railroad Co.) are sold or their current, outstanding secured indebtedness

to FINOVA Capital Corporation is refinanced, whichever shall first occur.

DATED: SEP 7, 1995

ENTER:

Ann C. Williams

JUDGE ANN WILLIAMS

C.T.C.-R.E.R.-No. 476
Cancels C.T.C.-R.E.R.-No. 475

EXHIBIT B
No Tariff Supplements will
be issued to this publication

ICC RER 6412-N
Cancels ICC RER 6412-M

See Page III for State Commission Numbers and Cancellations

THE OFFICIAL RAILWAY EQUIPMENT REGISTER®

FREIGHT CONNECTIONS &
FREIGHT CARS OPERATED
BY THE RAILROADS AND PRIVATE CAR
COMPANIES OF NORTH AMERICA

Vol. 111, No. 1
ISSUED July 15, 1995

July 1995
EFFECTIVE July 25, 1995
(Except as Noted)

The form of this publication is authorized under special permission of the Interstate Commerce Commission No. 166822 of February 24, 1938 (amendment No. 6), beyond March 13, 1953, until further order of the Commission; and under authority of Canadian Transport Commission Special Permission No. 5252 dated July 23, 1973, until further order of the Commission.

Issued on one day's notice, under authority of Rule 10 (j), Interstate Commerce Commission Tariff Circular No. 20.

Issued on one day's notice under authority of Canadian Transport Commission Special Permission No. 5252 dated July 23, 1973, until further order of the Commission.

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R. E. R. PUBLISHING CORPORATION, Agent.
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JULY 1995



THE OFFICIAL
RAILWAY EQUIPMENT
REGISTER

THE OFFICIAL RAILWAY EQUIPMENT REGISTER®

Volume 111, No. 1..... Quarterly

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Tamak Transportation Corporation — Continued

EXHIBIT B

Form No. 1, 1-70

Home Point(s)—Aurora, OK; Avondale, LA; Brewton, AL; Channelview, TX; Conway, KS; Darlington, SC;

Dragon, MS; El Dorado, KS; Geismar, LA; Holden, LA; Houston, TX; Hutchinson, KS; Huntington, IN; Longview, TX; McPherson, KS; Neodesha, KS; Norco, LA; San Angelo, TX; Shorter, AL; Sterlington, LA; Strang, TX; Texarkana, AR; Valdosta, GA.

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					Rated Gals. (00)	Lbs. (000)								Rated Gals. (00)	Lbs. (000)	
T		Tank LBWX	C	T549	33178-33478	167	2	4	T		Tank TPGX	C	T929	33678	151	1
T		Tank LBWX	C	T549	33378,33478	168	2									
T		Tank TPGX	C	T929	33578-33678	150	1									
Total																
6																

Report movements and mileage, send bills for repairs to cars and make remittances to Technical Propellants, owner (shipper), 6440 E. Collins Road, Morris, IL 60450. Home Point(s)—Morris, IL

Temco Corporation Reporting Marks — TMCX; TMLX

GENERAL OFFICES: 100 East Scranton Ave., Lake Bluff, IL 60044

GENERAL OFFICERS

3. H. Borland, Chairman & Chief Executive Lake Bluff, IL 60044 | Susan M. York, President Lake Bluff, IL 60044

TANK EQUIPMENT

Cars are marked "TMCX" and "TMLX" and are numbered and classified as follows:

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					Rated Gals. (00)	Lbs. (000)								Rated Gals. (00)	Lbs. (000)	
T		Tank TMCX		T106	804-808	190	5	45	T		Tank TMCX	C	T106	23007	182	1
T		Tank TMCX		T107	1001	193	1	46	T		Tank TMCX	C	T105	23100-23105	198	5
T		Tank TMCX	C	T106	1010	189	1	47	T		Tank TMCX		T105	23106	199	1
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T		Tank TMCX	C	T106	1012	190	1	49	T		Tank TMCX		T105	23130	197	1
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T		Tank TMCX	C	T106	1026-1029	189	4	52	T		Tank TMCX		T105	23137-23139	198	3
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T		Tank TMCX		T105	0325	184	1	55	T		Tank TMCX		T105	23143-23144	199	2
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T		Tank TMCX		T105	0327	190	1	57	T		Tank TMCX		T105	23146	194	1
T		Tank TMCX		T105	1702	167	1	58	T		Tank TMCX		T105	23164-23166	200	2
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T		Tank TMCX	C	T105	22917	186	1	70	T		Tank TMCX	C	T107	24322	182	1
T		Tank TMCX	C	T105	22918-22921	185	4	71	T		Tank TMCX	C	T108	25005	197	1
T		Tank TMCX	C	T105	22924	183	1	72	T		Tank TMCX	C	T108	25002-25003	197	2
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T		Tank TMCX	C	T105	22951-22954	197	2	77	T		Tank TMCX	C	T108	25015	238	1
T		Tank TMCX	C	T105	22958	198	1	78	T		Tank TMCX	C	T108	25016-25017	237	2
T		Tank TMCX	C	T105	22959-22960	197	2	79	T		Tank TMCX	C	T108	25018-25019	238	2
T		Tank TMCX	C	T105	22961	199	1	80	T		Tank TMCX	C	T108	25020-25022	237	3
T		Tank TMCX	C	T105	22962	198	1	81	T		Tank TMCX	C	T108	25023-25024	236	2
T		Tank TMCX	C	T105	22963	197	1	82	T		Tank TMCX	C	T108	25025	237	1
T		Tank TMCX	C	T105	22964	198	1	83	T		Tank TMCX		T399	34388	173	1
T		Tank TMCX	C	T105	22965	197	1									
T		Tank TMCX	C	T105	22967	197	1	84	T		Tank TMLX		T106	10001	188	1
T		Tank TMCX	C	T105	22968-22971	198	3									
T		Tank TMCX	C	T105	22972-22980	200	12									
T		Tank TMCX	C	T105	22982-22985	200	3									
Total																
169																