

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D C

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 1, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Agreement dated June 28, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents and the following secondary documents related thereto: a Modification of Lease, dated August 21, 1996; an Acknowledgment Letter, dated September 25, 1996; an Assignment of Lease, dated September 9, 1996; and a second Assignment of Lease, also dated September 9, 1996.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement, Acknowledgment Letter
and Modification of Lease

Lessor: Rail Trusts Equipment, Inc.
1661 Beach Blvd.
Jacksonville, FL 32250

Lessee: Western Ash Company
7500 North Dreamy Draw #234
Phoenix, AZ 85020

Assignment of Lease

Assignor: Rail Trusts Equipment, Inc.
1661 Beach Blvd.
Jacksonville, FL 32250

Assignee: Mercy Trust
1661 Beach Blvd.
Jacksonville, FL 32250

20287
RECORDATION NO. _____
OCT 1 - 1996 11:15 AM

INTERSTATE COMMERCE COMMISSION
OF COUNSEL
URBAN A. LESTER

20287-A, B, C, D
RECORDATION NO. _____

OCT 1 - 1996 11:15 AM

INTERSTATE COMMERCE COMMISSION

Williams
County Clerk

Mr Vernon A Williams
October 1, 1996
Page Two

Assignment of Lease

Assignor	Mercy Trust 1661 Beach Blvd Jacksonville, FL 32250
Assignee	NationsBanc Leasing Corporation 2300 Northlake Centre Drive Suite 300 Tucker, GA 30084

A description of the railroad equipment covered by the enclosed documents is set forth in the schedule attached hereto

Also enclosed is a check in the amount of \$110.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W Alvord

SCHEDULE OF EQUIPMENT

Old Markings

MOHX 3000
MOHX 3001
MOHX 3040
MOHX 3041
MOHX 3042
MOHX 3043
MOHX 3044
MOHX 3045
MOHX 3080
MOHX 3081
MOHX 3082
MOHX 3084
MOHX 3085
MOHX 3086
MOHX 3087
MOHX 3088
MOHX 3090

New Markings

WAFX 19501
WAFX 19502
WAFX 19503
WAFX 19504
WAFX 19505
WAFX 19506
WAFX 19507
WAFX 19508
WAFX 20001
WAFX 20002
WAFX 20003
WAFX 20004
WAFX 20005
WAFX 20006
WAFX 20007
WAFX 20008
WAFX 20009

REGISTRATION NO. 20287-13 FILED 1425
AUG 1 1996 11 15 AM
STATE COMMERCE COMMISSION

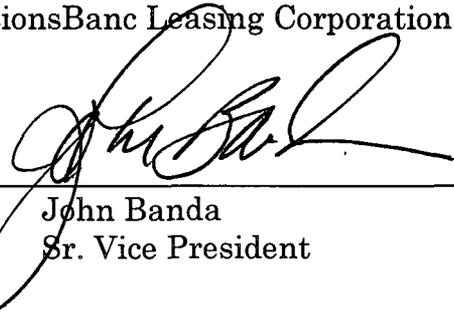
CERTIFICATION OF DOCUMENTS

The undersigned officer of NationsBanc Leasing Corporation (NBLC) hereby certifies that the documents listed below and delivered herewith are true and correct copies of the original documents.

Acknowledgment Letter to Mr. Keith Gibbs, Mercy Trust, dated September 25, 1996, acknowledged by Western Ash Company, and Mercy Trust

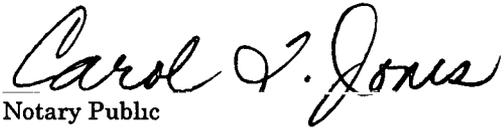
Certified this 27th day of September, 1996

NationsBanc Leasing Corporation

By: 
John Banda
Sr. Vice President

State of Georgia)
County of DeKalb) ss:

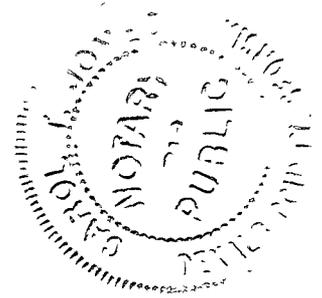
On this 27th day of September, 1996, before me, personally appeared John Banda, to me personally known, who being by me duly sworn, says that (s)he is the Sr. Vice President of NationsBanc Leasing Corporation, that the foregoing Certification of Documents was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of said instrument was the free act and deed of said corporation


Notary Public

(Seal)

My Commission expires:

Notary Public, DeKalb County, Georgia
My Commission Expires February 20, 1999



FROM : WESTERN ASH COMPANY

PHONE NO. : 602 861 0885

Sep. 25 1996 01:14PM P2

FROM : RAIL TRUSTS EQUIPT INC
SEP 25 86 15:25 FR NBLC/ATLANTA

904 246 0054

1996-09-25 15:29 #336 P-02/02

7702708454 TO 919042460054 P.01/01

NationsBank Leasing Corporation
P. O. Box 4431
Atlanta, GA 30302-4431
Tel 770 270-8400

NationsBank

September 25, 1996

Mr. Keith Gibbs
Mercy Trust
1661 Beach Boulevard
Jacksonville Beach, FL 32250

RE: Lease Agreement dated, June 28, 1996, by and between Rail Trust Equipment, Inc. (Lessor) as further assigned to Mercy Trust, and Western Ash Company (Lessee)

Dear Mr. Gibbs:

Please acknowledge by signature below that the seventeen (17) cars described in Exhibit A of the above referenced lease represent the cars identified more specifically below.

Old Markings

- MOHX 3000
- MOHX 3001
- MOHX 3040
- MOHX 3041
- MOEX 3042
- MOHX 3043
- MOHX 3044
- MOHX 3045
- MOHX 3080
- MOHX 3081
- MOHX 3082
- MOHX 3084
- MOHX 3085
- MOHX 3086
- MOHX 3087
- MOHX 3088
- MOHX 3090

New Markings

- WAFX 19501
- WAFX 19502
- WAFX 19503
- WAFX 19504
- WAFX 19505
- WAFX 19506
- WAFX 19507
- WAFX 19508
- WAFX 20001
- WAFX 20002
- WAFX 20003
- WAFX 20004
- WAFX 20005
- WAFX 20006
- WAFX 20007
- WAFX 20008
- WAFX 20009

Sincerely,

Mark Anderson
Mark Anderson
Sr. Counsel

Will Johnson Manr. of Distribution
Western Ash Company/Title

Keith Gibbs - Trustee
Mercy Trust/Title

