

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON  
55 EAST MONROE STREET  
CHICAGO, ILLINOIS 60603-5803

LOS ANGELES OFFICE  
ONE CENTURY PLAZA SUITE 3300  
2029 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067-3063  
AREA CODE 213 277 7200  
FACSIMILE 213 201 5219

AREA CODE 312 346-8000  
CABLE ADDRESS INTERLEX  
FACSIMILE 312 269-8869

WASHINGTON, D C OFFICE  
815 CONNECTICUT AVENUE, N W  
WASHINGTON, D C 20006-4004  
AREA CODE 202 463 2400  
FACSIMILE 202 828 5393

NEW YORK OFFICE  
757 THIRD AVENUE  
NEW YORK, NEW YORK 10017-2013  
AREA CODE 212 715 9000  
TELEX NO 422867  
FACSIMILE 212 752 3116

WRITER S DIRECT DIAL (312) \_\_\_\_\_

SAN FRANCISCO OFFICE  
101 CALIFORNIA STREET  
SUITE 2900  
SAN FRANCISCO, CALIFORNIA 94111-5858  
AREA CODE 415 397 2823  
FACSIMILE 415 397 8549

June 18, 1990

0-172A005

VIA FEDERAL EXPRESS

Noreta R. McGee, Secretary  
Interstate Commerce Commission  
Room 2303  
12th & Constitution  
Washington, D.C. 20423

RECORDATION NO 16901 FILED 1425

JUN 21 1990 - 11 35 AM  
INTERSTATE COMMERCE COMMISSION

Attention: Mrs. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Dear Ms. McGee:

I have enclosed three original counterparts copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto:

Memorandum of Lease, a primary document.

The names and addresses of the parties to the document are as follows:

Lessor: Upper Merion and Plymouth Leasing Co.  
875 North Michigan Avenue  
Suite 1400  
Chicago, Illinois 60611

Lessee: Conrad Yelvington Distributors, Inc.  
800 Big Tree Road  
Daytona Beach, Florida 32015

JUN 21 11 37 AM '90

Noreta R. McGee, Secretary

Page 2  
June 18, 1990

A description of the equipment covered by the document follows:

103 triple hopper coal cars manufactured in 1979 by Norfolk and Western Railroad and Chesapeake and Ohio Railway bearing the running marks and numbers listed on the schedule attached to the document.

A fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Richard Demarest Yant, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

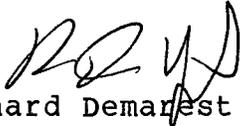
A short summary of the documents to appear in the index follows:

Memorandum of Lease between Upper Merion and Plymouth Leasing Co., 875 North Michigan Avenue, Suite 1400, Chicago, Illinois 60611 (Lessor) and Conrad Yelvington Distributors, Inc., 800 Big Tree Road, Daytona Beach, Florida 32015 (Lessee) covering 103 triple hopper coal cars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By

  
Richard Demarest Yant

RDY/tg  
Enclosures

cc: John S. Reichner

16901

RECORDATION NO \_\_\_\_\_ FILED 1425

JUN 21 1990 -11 05 AM

MEMORANDUM OF LEASE INTERSTATE COMMERCE COMMISSION

This Memorandum of lease is executed as of the 7 day of JUNE, 1990 by Upper Merion and Plymouth Leasing Co., a Delaware corporation ("Lessor") and Conrad Yelvington Distributors, Inc., a FLORIDA corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor, the railroad rolling stock described on Schedule 1 attached hereto (the "Equipment"), pursuant to the lease and riders described more fully on Schedule 2 attached hereto (the "Lease").
2. The term of the Lease for each unit of Equipment is described on Schedule 2 and may, under certain circumstances, expire sooner. Lessee has no options to renew the Lease and no option to purchase the Equipment.

IN WITNESS WHEREOF, the parties have caused this instrument to be signed and sealed by their respective officers as of the day and year first above written.

LESSOR:

Upper Merion and Plymouth Leasing Co.

By: *Seward T. Kilgore*  
Title: VICE PRESIDENT

LESSEE:

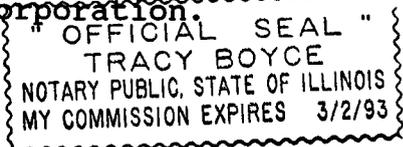
Conrad Yelvington Distributors, Inc.

By: *Donald J. Foster*  
Title: VP-Pres.

Acknowledgement

State of Illinois )  
County of Cook ) ss

The forgoing instrument was acknowledged before me this 13<sup>th</sup> day of June, 1990 by Gerald L. Kilcayne, the Vice President of Upper Merion and Plymouth Leasing Co., a Delaware corporation, on behalf of the corporation.



Seal

Tracy Boyce  
Notary Public

My Commission Expires:  
3-2-93

State of FLORIDA )  
County of VOLUSIA ) ss

The forgoing instrument was acknowledged before me this 7<sup>th</sup> day of JUNE, 1990 by GARY YELVINGTON, the VICE PRESIDENT of Conrad Yelvington Distributors, Inc., a FLORIDA corporation, on behalf of the corporation.

Linda W. Smith  
Notary Public

Seal

My Commission Expires:



LINDA W. SMITH  
MY COMMISSION EXPIRES  
March 15, 1994  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

SCHEDULE 1  
EQUIPMENT

1. Twelve 3,433 cu. ft. open top hopper cars equipped with gravity outlet gates.  
Cars leased to Conrad Yelvington Rider #1 to the Lease Agreement dated November 6, 1989:

UMPX	6661	UMPX	6581	UMPX	6582
	6583		6585		6588
	6591		6593		6594
	6595		6597		6598

2. Ninety-one 3,570 cu. ft. open top hopper cars equipped with gravity outlet gates.  
Cars leased to Conrad Yelvington Rider #3 to the Lease Agreement dated November 6, 1989:

UMPX	6431	UMPX	6432	UMPX	6433
	6434		6437		6438
	6440		6441		6443
	6444		6445		6446
	6447		6449		6452
	6453		6454		6456
	6457		6458		6460
	6464		6466		6467
	6470		6472		6475
	6476		6477		6478
	6479		6480		6484
	6485		6487		6488
	6490		6491		6494
	6496		6499		6502
	6500		6501		6507
	6503		6506		6520
	6513		6516		6528
	6521		6525		6534
	6531		6533		6538
	6536		6537		6541
	6539		6540		6545
	6542		6543		6550
	6546		6548		6559
	6552		6554		6565
	6561		6563		6573
	6566		6571		6579
	6574		6577		6218
	6215		6216		6238
	6225		6231		6250
	6247		6248		
	6289		6292		

SCHEDULE 2  
LEASE

- a. Railcar Lease Agreement dated as of November 6, 1989 between Upper Merion and Plymouth Leasing Company and Conrad Yelvington Distributors, Inc.
- b. Rider No. 1 dated November 6, 1989 expires November 1, 1994 or sooner
- c. Rider No. 3 dated March 12, 1990 expires June 1, 1994 or sooner