

NATIONAL CAR SYSTEMS, INC.

RAILROAD EQUIPMENT LEASING AND SALES

222 WEST GREGORY, SUITE 205

KANSAS CITY, MO 64114-1198

TELEPHONE AND FACSIMILE (816) 444-6663

3-200A005

GARY L. VONTZ
PRESIDENT

RECORDATION NO. 78316 FILED 1425

July 13, 1993

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT
JUL 19 10 46 AM '93

Secretary of The Interstate Commerce Commission
Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423

Dear Secretary:

I have enclosed an original and one copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a railcar lease between National Car Systems, Inc. (NCSI) and the Wheeling & Lake Erie Railroad Company. The names and addresses of the parties to the documents are as follows:

Lessor: National Car Systems, Inc.
222 West Gregory
Suite 205
Kansas City, MO 64114

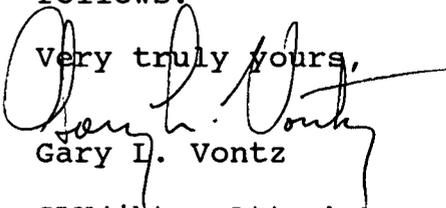
Lessee: Wheeling & Lake Erie Railway Co.
100 East First Street
Brewster, OH 44613

This lease is for seventy-seven (77) 100 net ton, 3420 cubic feet, triple pocket open top hoppers, AAR designation H350 and bearing the identifying marks and numbers on the following attachment.

A fee of \$16.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Gary L. Vontz, NCSI, at the above address.

A short summary of the document to appear in the index follows.

Very truly yours,


Gary L. Vontz

GLV/jbt: Attach

MOTOR OPERATING UNIT
JUL 19 10 46 AM '93

Interstate Commerce Commission
Washington, D.C. 20423

7/19/93

OFFICE OF THE SECRETARY

Gary L. Vontz

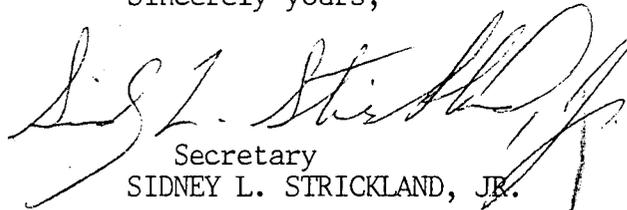
National Car System, Inc.
Railroad Equipment Leasing & Sales
222 West Gregory Suite 205
Kansas City, MO. 64114-1198

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49U.S.C. 11303,
on **7/19/93** at **10:55am**, and assigned
recording number(s). **18316**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18316
RECORDATION NO. _____ FILED 1425
JUL 10 1993 10:55 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
NATIONAL CAR SYSTEMS, INC. ("LESSOR")
AND
WHEELING & LAKE ERIE RAILWAY COMPANY
APRIL 14, 1993

Memorandum of a Lease Agreement made and entered into as of April 14, 1993 by and between National Car Systems, Inc., a Missouri corporation, ("Lessor") and Wheeling & Lake Erie Railway Company, a Delaware corporation, ("Lessee")

WITNESSETH:

- 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy seven (77) 100-ton open top hopper railcars bearing marks and numbers as follows:

WE 3500 to 3503, WE 3505 to 3526, WE 3528 to 3530, WE 3532 to 3533, WE 3535 to 3547, WE 3549 to 3561, WE 3563 to 3580, WE 3583 and WE 3597.
- 2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

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

WHEELING & LAKE ERIE RAILWAY COMPANY

By: [Signature]

NATIONAL CAR SYSTEMS, INC.
By: [Signature]

STATE OF OHIO)

COUNTY OF STARK)

On this 7th day of July 1993, before me personally appeared [Signature] me personally known, who being by me duly sworn, says that he is the President & CEO of Wheeling & Lake Erie Railway Company, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires: Oct. 16, 1995

STATE OF MISSOURI)

COUNTY OF JACKSON)

On this 21st day of June 1993, before me personally appeared Gary L. Vontz, to me personally known, who being by me duly sworn, says that he is the President of National Car Systems, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires:

MARY L. CIPOLLA
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires May 9, 1997

I certify that I have compared this copy of the Memorandum of Lease Agreement and have found the copy to be complete and identical in all respects to the original document.

[Signature]
NOTARY PUBLIC

My commission expires:

11-26-95

	ATTACHMENT A				
	WE3500		WE3528		WE3557
	3501		3529		3558
	3502		3530		3559
	3503		3532		3560
	3505		3533		3561
	3506		3535		3563
	3507		3536		3564
	3508		3537		3565
	3509		3538		3566
	3510		3539		3567
	3511		3540		3568
	3512		3541		3569
	3513		3542		3570
	3514		3543		3571
	3515		3544		3572
	3516		3545		3573
	3517		3546		3574
	3518		3547		3575
	3519		3549		3576
	3520		3550		3577
	3521		3551		3578
	3522		3552		3579
	3523		3553		3580
	3524		3554		3583
	3525		3555		3597
	3526		3556		