

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018
847 318-7575

20580

RECORDATION NO. 20580 FILED 1425
MAR 17 1997 12 25 PM



February 10, 1997

Surface Transportation Board
Attn: Jan Fort
1201 Constitution Ave., N.W.
Room 2311
Washington, D.C. 20423-0001

RECEIVED
FOR INFORMATION
SURFACE BOARD
MAR 19 12 21 PM '97

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated the 19th day of August, 199~~6~~⁷, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Tri-Mor Corporation
8530 N. Boyle Street
Twinsburg, OH 44087

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to each Memorandum.

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee for this filing.

Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

Bob Hamilton
Director-Documentation

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

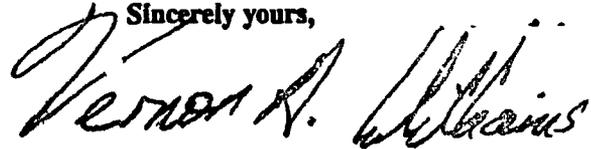
3/19/97

Bob Hamilton
First Union Rail Corporation
One O'Hare Center
6250 River Road, Ste. 5000
Rosemont, Illinois 60018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/19/97 at 12:25PM, and assigned recordation number(s). 20580, 20581, 20582, 20583, 20584, 20585, and 20586.

Sincerely yours,

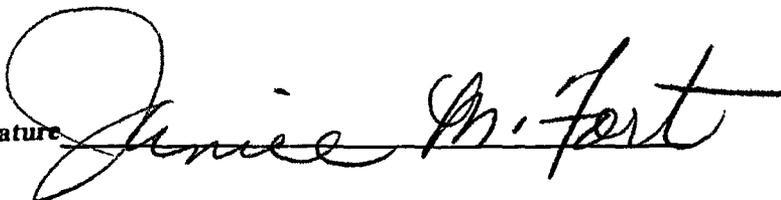


Vernon A. Williams
Secretary

Enclosure(s)

\$ 168.00 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



0129A

20580
RECORDATION NO. ~~20580~~ FILED 1/22/96
MAR 19 1996 2:25 PM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of August, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and TRI-MOR CORPORATION ("Lessee"), a Ohio corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 19, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: John J. Thomas

Name: JOHN J. THOMAS

Title: PRESIDENT

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 19th day of August 1996.

[CORPORATE SEAL]

0129A

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public of the County and State aforesaid, certify that Tom J. Thomas personally came before me this day and acknowledged that (s)he is President ~~Secretary~~ of First Union Rail Corp., a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal and attested by Michelle Berg as its _____ Secretary.

WITNESS my hand and official stamp or seal, this 19th day of December, 1992.

Michelle Berg
Notary Public

My Commission Expires:

7/18/98
(Notary Public)



LESSEE:

[NAME OF CORPORATION]

ATTEST:

By: [Signature]

Name: JOHN W. MORRIS III

Title: PRESIDENT

By: Jodi Morris

Name: JODI MORRIS

Title: SECRETARY

Executed on this 11 day of DEC, 1996.

[CORPORATE SEAL]

STATE OF Ohio

COUNTY OF Summit

I, JENNIFER A. SMITH, a Notary Public of the County and State aforesaid, certify that Jodi MORRIS personally came before me this day and acknowledged that (s)he is the Secretary of TRI MOR CORPORATION, a corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal and attested by Jodi MORRIS as its _____ Secretary.

WITNESS my hand and official stamp or seal, this 11th day of December, 1996.

Jennifer A. Smith
Notary Public

My Commission Expires
JENNIFER A. SMITH, Notary Public
STATE OF OHIO
My Commission Expires March 26, 2004
(Notary Public)

CARINIT	CARNUM	CARTYPE	IND
NDYX	500000	K340	C
NDYX	500001	K340	C
NDYX	500002	K340	C
NDYX	500003	K340	C
NDYX	500004	K340	C
NDYX	500005	K340	C
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NDYX	500060	K340	C

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CARINIT	CARNUM	CARTYPE	IND
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NDYX	500104	K340	C
NDYX	500105	K340	C

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