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September 13, 2000

RECORDATION NO. 23090 FILED

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

SEP 13 '00 3-01 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of August 30, 2000. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

General Electric Capital Corporation
5400 LBJ Freeway, Suite 1260
Dallas, TX 75240

Lessee:

Rubicon, Inc.
9156 Highway 75
Geismar, LA 70734

A description of the equipment covered by the Memorandum of Lease Agreement consists of one trackmobile rail car mover model 4150TM, SN 97399-0400.

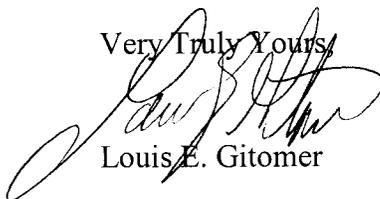
Honorable Vernon A. Williams
September 13, 2000
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A fee of \$26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between General Electric Capital Corporation, 5400 LBJ Freeway, Suite 1260, Dallas, TX 75240, and Rubicon, Inc., 9156 Highway 75, Geismar, LA 70734 covering one trackmobile rail car mover model 4150TM, SN 97399-0400.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name below.

Louis E. Gitomer

Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of Aug 30, 2000, 2000

between

RECORDATION NO. 23090 FILED

SEP 13 '00

3-01 PM

RUBICON INC.
as Lessee,

SURFACE TRANSPORTATION BOARD

and

GENERAL ELECTRIC CAPITAL CORPORATION
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD
pursuant to 49 U.S.C. Section 11301
on _____, _____ at ____:____.m.

SEP 13 '00

3-01 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 30 ~~X~~, 2000, by and between GENERAL ELECTRIC CAPITAL CORPORATION, A New York corporation ("Lessor") and RUBICON INC., a Louisiana corporation ("Lessee") with reference to the following:

1. Lessor has agreed to Lease to Lessee One Trackmobile rail car mover, Model 4150TM, SN 97399-0400

All of such railcars are more fully described in that certain Master Lease Agreement, dated as of August 30 ~~X~~, 2000 and Equipment Schedule Number 001 thereto and incorporating the terms thereof, dated as of Aug 30 ~~X~~ 2000 (together with all of the addenda, annexes, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the Basic Term (as such capitalized term is defined in the Lease), and any extension of such term to the extent provided for in the Lease.

This memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GENERAL ELECTRIC CAPITAL CORPORATION

By: William S. Ad

Title: Risk Analyst

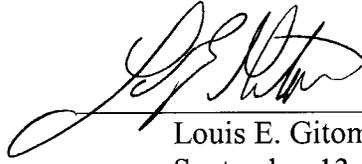
RUBICON INC.

By: Tom X. Luchio X

Title: Controller X

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of August 30, 2000, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', written over a horizontal line.

Louis E. Gitomer
September 13, 2000