

RECORDATION NO. 22559-B FILED

MAY 25 '04

12-08 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

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

May 25, 2004

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 Memorandum of Lease, dated as of May 4, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 22559.

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

Lessor:	Transamerica Equipment Financial Services Corporation 5080 Spectrum Drive, Suite 1100W Addison, Texas 75001
Servicer:	NuRail USA LLC Suite R 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Conrad Yelvington Distributors, Inc. 2326 Bellevue Avenue Daytona Beach, Florida 32114

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document  
is:

130 used 1982 built quad hopper cars within the series GNRR 1601 -  
GNRR 1729 and GNRR 7608 - GNRR 7728, and GNRR 4720.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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MEMORANDUM OF LEASE

1. Railcar, Ltd., as Lessor, and Conrad Yelvington Distributors, Inc., as Lessee, entered into that certain Master Lease Agreement dated as of April 1, 1999, and the related Schedule No. 10 dated as of October 31, 1999, as supplemented and amended by that certain Letter Agreement dated May 28, 2003 (collectively, the "Lease Agreement"), with respect to the railroad cars identified on Exhibit A attached hereto and incorporated herein by reference (the "Cars").

2. On October 31, 1999 Railcar, Ltd. sold, transferred and conveyed all of its right title and interest in the Cars, and assigned its interest as Lessor under the Lease Agreement to Transamerica Financial Equipment Services Corporation.

3. Transamerica Equipment Financial Services Corporation, as Lessor, and Railcar, Ltd., as Servicer, entered into that certain Services Agreement dated as of October 31, 1999 whereby Servicer has agreed to perform certain of Lessor's obligations under the Lease Agreement with respect to the Cars.

4. On February 12, 2004 Railcar, Ltd. assigned all of its interest as Servicer under the Services Agreement to NuRail USA LLC, and Transamerica Equipment Financing Services Corporation consented to such assignment.

5. The addresses of the parties are as follows:

Lessor: Transamerica Equipment Financial Services Corporation  
5080 Spectrum Drive, Suite 1100W  
Addison, TX 75001  
Attn: Operations Manager

Servicer: NuRail USA LLC.  
Suite R  
480 W. Dussel Drive  
Maumee, OH 43537

Lessee: Conrad Yelvington Distributors, Inc.  
2326 Bellevue Avenue  
Daytona Beach, FL 32114  
Attn: President

6. The Lease term will expire October 31, 2004.

7. The terms and provisions for the lease of the Cars are more particularly set forth in the Lease Agreement.

8. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall

constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease to be executed as of this 4th day of May, 2004.

TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION

By: Ronald O. Walls  
Name: Ronald O. Walls  
Title: Senior Equipment Manager

State of Texas, County of Dallas

On May 3rd, 2004, before me personally appeared Ronald O. Walls, to me personally known, who being by me duly sworn says that he/she is Senior Equipment Manager of Transamerica Equipment Financial Services Corporation, and that he/she executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARY PUBLIC]

Carrie Stovall  
Notary Public: Carrie Stovall  
My Commission Expires: 11/8/07



NURAIL USA LLC.

By: Rasesh H. Shah  
Name: Rasesh H. Shah  
Title: Manager

State of Georgia, County of DeKalb

On May 4, 2004, before me personally appeared Rasesh H. Shah, to me personally known, who being by me duly sworn says that he is Manager of NuRail USA LLC, an Ohio limited liability company, and that he executed the foregoing instrument on behalf of said company by authority of its Members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARY SEAL]

Gracie A. Hester  
Notary Public:  
My commission expires: 5-29-07

CONRAD YELVINGTON DISTRIBUTORS, INC.

By: *Conrad Yelvington*  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

State of Florida, County of Volusia

On April 7, 2004, before me personally appeared Conrad Yelvington, to me personally known, who being by me duly sworn says that he is PRESIDENT of Conrad Yelvington Distributors, Inc., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Mark W. Klebe*  
Notary Public: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

[NOTARY SEAL]



Notary Public, State of Florida  
Mark W. Klebe  
My Commission Expires July 1, 2005  
CC Number DD038253

**EXHIBIT A**

**DESCRIPTION OF RAILCARS**

This is Exhibit A to Memorandum of Lease dated May 4, 2004, by and among Transamerica Financial Equipment Services Corporation, as Lessor, Railcar, Ltd., as Servicer, and Conrad Yelvington Distributors, Inc., as Lessee.

Owner of the Cars: Transamerica Financial Equipment Services Corporation

Number of Cars in Lease: One hundred thirty (130)

Description of Cars: Used 1982 built, all steel quad hopper railcars

Car Marks and Numbers:

GNRR 001632	GNRR 001636	GNRR 001638	GNRR 001646
GNRR 001647	GNRR 001648	GNRR 001612	GNRR 001618
GNRR 001620	GNRR 001623	GNRR 001625	GNRR 001626
GNRR 001631	GNRR 001657	GNRR 001661	GNRR 001663
GNRR 001672	GNRR 001674	GNRR 001676	GNRR 001677
GNRR 001678	GNRR 001680	GNRR 001688	GNRR 001689
GNRR 001692	GNRR 001694	GNRR 001695	GNRR 001705
GNRR 001711	GNRR 001719	GNRR 001721	GNRR 001722
GNRR 001723	GNRR 001725	GNRR 001653	
GNRR 001601	GNRR 001659	GNRR 001724	GNRR 007660
GNRR 001603	GNRR 001664	GNRR 001726	GNRR 007662
GNRR 001604	GNRR 001665	GNRR 001727	GNRR 007666
GNRR 001606	GNRR 001667	GNRR 001729	GNRR 007670
GNRR 001607	GNRR 001668	GNRR 001628	GNRR 007671
GNRR 001615	GNRR 001669	GNRR 001681	GNRR 007685
GNRR 001616	GNRR 001673	GNRR 001704	GNRR 007686
GNRR 001617	GNRR 001675	GNRR 001712	GNRR 007690
GNRR 001621	GNRR 001679	GNRR 004720	GNRR 007691
GNRR 001624	GNRR 001682	GNRR 007608	GNRR 007693
GNRR 001627	GNRR 001683	GNRR 007609	GNRR 007697
GNRR 001630	GNRR 001684	GNRR 007610	GNRR 007700
GNRR 001633	GNRR 001687	GNRR 007611	GNRR 007701
GNRR 001637	GNRR 001696	GNRR 007612	GNRR 007705
GNRR 001639	GNRR 001698	GNRR 007613	GNRR 007706
GNRR 001640	GNRR 001699	GNRR 007614	GNRR 007707
GNRR 001641	GNRR 001700	GNRR 007619	GNRR 007708
GNRR 001642	GNRR 001702	GNRR 007622	GNRR 007713
GNRR 001644	GNRR 001703	GNRR 007629	GNRR 007714
GNRR 001649	GNRR 001709	GNRR 007634	GNRR 007728
GNRR 001651	GNRR 001710	GNRR 007635	
GNRR 001652	GNRR 001715	GNRR 007643	
GNRR 001654	GNRR 001716	GNRR 007645	
GNRR 001655	GNRR 001717	GNRR 007650	
GNRR 001658	GNRR 001718	GNRR 007656	