

RECORDATION NO. 25101 FILED  
JUL 29 '04 11-52 AM  
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

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

OF COUNSEL  
URBAN A. LESTER

July 29, 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 Master Equipment Lease Agreement, dated as of July 21, 2004, 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: Fleet Business Credit, LLC  
305 West Big Beaver Road  
Suite 400  
Troy, MI 48084

Lessee: SAB Trucking Inc.  
7 Pironi Court  
Woodbury, NY 11797

A description of the railroad equipment covered by the enclosed document is:

Eighty-five (85) railcars within the series KCS 8802 – KCS 8998

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Mr. Vernon A. Williams  
July 29, 2004  
Page Two

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

Memorandum of Master Equipment Lease Agreement

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/anr  
Enclosures

**FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD**

On: \_\_\_\_\_  
At: \_\_\_\_\_  
And given Recordation No.: \_\_\_\_\_

**MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT** dated as of July 21, 2004 by and between Fleet Business Credit, LLC, a Delaware limited liability company ("Lessor") and SAB Trucking Inc., a New York corporation ("Lessee"), as such agreement relates to Lease Schedule No. 2114039 thereof (together, the "Lease").

**WITNESSETH:**

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Eighty-Five (85) Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Exhibit A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: July 28, 2004

Lessor:  
FLEET BUSINESS CREDIT, LLC

By: *James A. Newhard*  
Name: JAMES A. NEWHARD  
Title: VICE PRESIDENT

Lessee:  
SAB TRUCKING INC.

By: *Saverio Anastasio*  
Name: SAVERIO ANASTASIO  
Title: PRESIDENT

RECORDATION NO. 25101 FILED

JUL 29 '04 11:52 AM

SURFACE TRANSPORTATION BOARD

STATE OF: New York

SS.

COUNTY OF: KINGS

On July 27, 2004 before me, JOHN GANGONE C.D.  
(Notary Name and Title)

personally appeared SAVERIO ANASTASIO personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: [Handwritten Signature]

(Notary Seal)  
**JOHN GANGONE**  
Commissioner of Deeds  
No. 2-9335  
Certificate Filed in Kings County  
Commission Expires April 1, 2005

STATE OF: Michigan

COUNTY OF: Oakland

SS.

On July 28, 2004 before me, Veronika A. Rager, Notary Public  
(Notary Name and Title)

personally appeared James A. Newhard personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/~~are~~  
subscribed to within the instrument and acknowledged to me that he/~~she/they~~ executed the same  
in his/~~her/their~~ authorized capacity (ies), and that by his/~~her/their~~ signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.  
Signature: Veronika A. Rager

VERONIKA A. RAGER (Notary Seal)  
NOTARY PUBLIC OAKLAND CO., MI  
MY COMMISSION EXPIRES Feb 17 2006

Exhibit A

Location: Station 4000 Madison

| Car Number |     |      | Car Number |     |      |
|------------|-----|------|------------|-----|------|
| 1          | KCS | 8802 | 47         | KCS | 8915 |
| 2          | KCS | 8803 | 48         | KCS | 8917 |
| 3          | KCS | 8804 | 49         | KCS | 8920 |
| 4          | KCS | 8807 | 50         | KCS | 8921 |
| 5          | KCS | 8808 | 51         | KCS | 8923 |
| 6          | KCS | 8809 | 52         | KCS | 8924 |
| 7          | KCS | 8810 | 53         | KCS | 8928 |
| 8          | KCS | 8811 | 54         | KCS | 8932 |
| 9          | KCS | 8817 | 55         | KCS | 8937 |
| 10         | KCS | 8819 | 56         | KCS | 8938 |
| 11         | KCS | 8823 | 57         | KCS | 8940 |
| 12         | KCS | 8825 | 58         | KCS | 8943 |
| 13         | KCS | 8826 | 59         | KCS | 8946 |
| 14         | KCS | 8827 | 60         | KCS | 8947 |
| 15         | KCS | 8829 | 61         | KCS | 8949 |
| 16         | KCS | 8830 | 62         | KCS | 8951 |
| 17         | KCS | 8831 | 63         | KCS | 8952 |
| 18         | KCS | 8836 | 64         | KCS | 8953 |
| 19         | KCS | 8838 | 65         | KCS | 8956 |
| 20         | KCS | 8843 | 66         | KCS | 8965 |
| 21         | KCS | 8844 | 67         | KCS | 8966 |
| 22         | KCS | 8845 | 68         | KCS | 8967 |
| 23         | KCS | 8849 | 69         | KCS | 8970 |
| 24         | KCS | 8851 | 70         | KCS | 8972 |
| 25         | KCS | 8855 | 71         | KCS | 8974 |
| 26         | KCS | 8856 | 72         | KCS | 8975 |
| 27         | KCS | 8859 | 73         | KCS | 8979 |
| 28         | KCS | 8862 | 74         | KCS | 8984 |
| 29         | KCS | 8863 | 75         | KCS | 8985 |
| 30         | KCS | 8867 | 76         | KCS | 8992 |
| 31         | KCS | 8868 | 77         | KCS | 8994 |
| 32         | KCS | 8874 | 78         | KCS | 8995 |
| 33         | KCS | 8878 | 79         | KCS | 8996 |
| 34         | KCS | 8880 | 80         | KCS | 8998 |
| 35         | KCS | 8881 |            |     |      |
| 36         | KCS | 8885 |            |     |      |
| 37         | KCS | 8887 |            |     |      |
| 38         | KCS | 8890 |            |     |      |
| 39         | KCS | 8894 |            |     |      |
| 40         | KCS | 8895 |            |     |      |
| 41         | KCS | 8896 |            |     |      |
| 42         | KCS | 8897 |            |     |      |
| 43         | KCS | 8910 |            |     |      |
| 44         | KCS | 8911 |            |     |      |
| 45         | KCS | 8912 |            |     |      |
| 46         | KCS | 8913 |            |     |      |

Location: Station 72294 Wauzeka

| Car Number |     |      |
|------------|-----|------|
| 81         | KCS | 8818 |
| 82         | KCS | 8848 |
| 83         | KCS | 8903 |
| 84         | KCS | 8954 |

Location: Station 72115 Blue River

| Car Number |     |      |
|------------|-----|------|
| 85         | KCS | 8850 |