

THOMPSON
HINE & FLORY LLP

RECORDATION NO. 23030-C FILED

Attorneys at Law

SEP 13 '00

11-13 AM

September 13, 2000

SURFACE TRANSPORTATION BOARD

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a secondary document not previously recorded entitled Second Supplement to and Restatement of Master Lease Agreement and Assignment (the "Second Supplement and Restatement") by and among Kasgro Leasing, LLC (the "Lessor/Assignor"), Bill Frank Trucking (the "Lessee"), and Heller Financial Leasing, Inc. (the "Lessor/Assignee"), dated as of September 11, 2000.

The parties to the Second Supplement and Restatement are:

LESSOR/ASSIGNOR — Kasgro Leasing, LLC
320 East Cherry Street
New Castle, PA 16102

LESSEE — Bill Frank Trucking
147 James Circle
New Castle, PA 16102

LESSOR/ASSIGNEE — Heller Financial Leasing, Inc.
500 W. Monroe Street
Chicago, IL 60661

The said Second Supplement and Restatement further supplements that certain Memorandum of Master Lease Agreement dated as of July 28, 2000 between Lessor/Assignor and Lessee, which was recorded with the Board on August 1, 2000 under Recordation No. 23030, and that certain Collateral Assignment of Lease dated July 28, 2000 between Lessor/Assignor and Lessor/Assignee, which was recorded with the Board on August 1, 2000 under Recordation No. 23030-A, both as supplemented by that certain Supplement to and Restatement of Master Lease Agreement and Assignment by and among the parties dated as of August 18, 2000, which was recorded with the Board on August 21, 2000 under Recordation No.

1920 N Street, N.W. Washington, D.C. 20036-1601 202-331-8800 fax 331-8330

BRUSSELS, BELGIUM CINCINNATI CLEVELAND COLUMBUS DAYTON PALM BEACH WASHINGTON, D.C.

THOMPSON
HINE & FLORY LLP

Attorneys at Law

Honorable Vernon A. Williams
Secretary, STB
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23030-B. The instant Second Supplement and Restatement adds an additional eleven (11) rebuilt gondola railcars and restates certain identification numbers with respect to some of the railcars listed on Schedule I to the said Memorandum of Railcar Lease Agreement and Collateral Assignment of Lease, as supplemented. The additional eleven (11) railcars, together with the previously-listed forty-one (41) railcars, as restated, are listed in the revised Schedule I to the instant Second Supplement and Restatement, a copy of which is attached hereto. The Second Supplement and Restatement should be assigned Recordation No.: 23030-C.

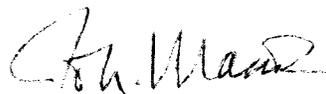
A short summary of the Second Supplement and Restatement to appear in the STB Index follows:

“Second Supplement to and Restatement of Master Lease Agreement and Assignment, dated as of September 11-, 2000 among Kasgro Leasing, LLC, as Lessor/Assignor, Bill Frank Trucking, as Lessee, and Heller Financial Leasing, Inc., as Lessor/Assignee, covering fifty-two (52) rebuilt gondola railcars currently identified as LNAL 10050- LNAL 10063 and KRL 10064-KRL 10101.”

Enclosed is a remittance in the amount of \$26.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt and letter from the Secretary acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III
*Attorney for purposes of this filing for
Kasgro Leasing, LLC, Bill Frank Trucking
and Heller Financial Leasing, Inc.*

Enclosures

108589
049849.03

OLD NO		NEW NO	
BCOL	19041	LNAL	10050
BCOL	18078	LNAL	10051
BCOL	17902	LNAL	10052
BCOL	19048	LNAL	10053
BCOL	18127	LNAL	10054
BCOL	18059	LNAL	10055
BCOL	19032	LNAL	10056
BCOL	18374	LNAL	10057
BCOL	18402	LNAL	10058
BCOL	19080	LNAL	10059
BCOL	17746	LNAL	10060
BCOL	19088	LNAL	10061
BCOL	19030	LNAL	10062
BCOL	19026	LNAL	10063
BCOL	19024	KRL	10064
BCOL	19012	KRL	10065
BCOL	19083	KRL	10066
BCOL	19075	KRL	10067
BCOL	18470	KRL	10068
BCOL	19065	KRL	10069
BCOL	19010	KRL	10070
BCOL	19047	KRL	10071
BCOL	19018	KRL	10072
BCOL	19051	KRL	10073
BCOL	17975	KRL	10074
BCOL	19033	KRL	10075
BCOL	19082	KRL	10076
BCOL	18075	KRL	10077
BCOL	18372	KRL	10078
BCOL	19042	KRL	10079
BCOL	19078	KRL	10080
BCOL	18247	KRL	10081
BCOL	19008	KRL	10082
BCOL	17955	KRL	10083
BCOL	18448	KRL	10084
BCOL	19006	KRL	10085
BCOL	17757	KRL	10086
BCOL	17855	KRL	10087
BCOL	18051	KRL	10088
BCOL	19044	KRL	10089
BCOL	18518	KRL	10090
BCOL	17894	KRL	10091
BCOL	19063	KRL	10092
BCOL	19029	KRL	10093
BCOL	18176	KRL	10094
BCOL	19081	KRL	10095
BCOL	19049	KRL	10096
BCOL	18098	KRL	10097
BCOL	19028	KRL	10098
BCOL	19040	KRL	10099
BCOL	18021	KRL	10100
BCOL	17968	KRL	10101

SEP 13 '00 11:13 AM

**SECOND SUPPLEMENT TO AND RESTATEMENT OF SURFACE TRANSPORTATION BOARD
MASTER LEASE AGREEMENT AND ASSIGNMENT**

This Second Supplement To and Restatement of Master Lease Agreement and Assignment (this "Second Supplement and Restatement") is dated as of September 11, 2000, and is by and among Kasgro Leasing, LLC (the "Lessor/Assignor"), Bill Frank Trucking (the "Lessee"), and Heller Financial Leasing, Inc. (the "Lessor/Assignee").

WHEREAS, the Lessor/Assignor and the Lessee have entered into that certain Master Lease Agreement, dated as of March 11, 2000, covering the thirty (30) rebuilt gondola railcars (formerly flat railcars), as described in Schedule I attached thereto. A memorandum of the said Master Lease Agreement was recorded with the Surface Transportation Board (the "STB") on August 1, 2000 under Recordation No. 23030 and deposited with the Registrar General of Canada (the "RGC") on August 1, 2000.

WHEREAS, the Lessor/Assignor and the Lessor/Assignee have entered into that certain Collateral Assignment of Lease (the "Collateral Assignment") dated July 28, 2000, pursuant to which Lessor/Assignor has assigned to Lessor/Assignee all of its right, title and interest in and to, but not its obligations under, the said Master Lease Agreement. The said Collateral Assignment was recorded with the STB on August 1, 2000 under Recordation No. 23030-A and deposited with the RGC on August 1, 2000.

WHEREAS, the Lessor/Assignor, the Lessee and the Lessor/Assignee have entered into that certain Supplement To And Restatement of Master Lease Agreement and Assignment (the "Supplement and Restatement") dated as of August 18, 2000, pursuant to which the parties supplemented the said Master Lease Agreement, the memorandum thereof, and the said Collateral Assignment by adding an additional eleven (11) rebuilt gondola railcars to the said Master Lease Agreement as assigned, and also restated certain identification numbers with respect to some of the railcars previously listed on Schedule I to the Master Lease Agreement, the memorandum thereof, and the Collateral Assignment. The said Supplement and Restatement was recorded with the STB on August 21, 2000 under Recordation No. 23030-B.

WHEREAS, the parties hereto wish to further supplement the said Master Lease Agreement, the memorandum thereof and the said Collateral Assignment by adding an additional eleven (11) rebuilt gondola railcars to the said Master Lease Agreement as assigned, and to further restate certain identification numbers with respect to some of the railcars previously listed on Schedule I to the Master Lease Agreement, the memorandum thereof and the Collateral Assignment, as supplemented. The fifty-two (52) rebuilt gondola railcars currently covered by the

said Master Lease Agreement, the memorandum thereof and the Collateral Assignment are listed on the revised Schedule I attached hereto.

NOW, THEREFORE, in consideration of the premises and such other consideration, the receipt and sufficiency of which is hereto acknowledged, the said Master Lease Agreement, the memorandum thereof and the Collateral Assignment are hereby supplemented, only with respect to the railcars listed on revised Schedule I attached hereto, to incorporate the additional railcars and the changes in certain car identification numbers as shown on the said revised Schedule I attached hereto.

IN WITNESS WHEREOF, the parties have caused this Second Supplement and Restatement of Master Lease Agreement and Assignment to be executed on the day and year first above written. This document may be executed in any number of counterparts, each of which shall be deemed to be an original and shall be binding upon the parties and their respective successors and assigns.

KASGRO LEASING, LLC

By: *[Signature]*

Title: PRES. & C.E.O.

BILL FRANK TRUCKING

By: *[Signature]*

Title: C.E.O.

HELLER FINANCIAL LEASING, INC.

By: _____

Title: _____

covered by the said Master Lease Agreement, the memorandum thereof and the Collateral Assignment are listed on the revised Schedule I attached hereto.

NOW, THEREFORE, in consideration of the premises and such other consideration, the receipt and sufficiency of which is hereto acknowledged, the said Master Lease Agreement, the memorandum thereof and the Collateral Assignment are hereby supplemented, only with respect to the railcars listed on Revised Schedule I attached hereto, to incorporate the additional railcars and the changes in certain car identification numbers as shown on the said Revised Schedule I attached hereto.

IN WITNESS WHEREOF, the parties have caused this Second Supplement and Restatement of Master Lease Agreement and Assignment to be executed on the day and year first above written. This document may be executed in any number of counterparts, each of which shall be deemed to be an original and shall be binding upon the parties and their respective successors and assigns.

KASGRO LEASING, LLC

By: _____

Title: _____

BILL FRANK TRUCKING

By: _____

Title: _____

HELLER FINANCIAL LEASING, INC.

By: *Jay B. Williams*

Title: *Vice President*

STATE OF PENNSYLVANIA)
)
COUNTY OF LAWRENCE) ss:

On this 11th day of September, 2000, before me personally appeared G.M. Kassab to me personally known, who, being duly sworn, did say that he/she is President & CEO of Kasgro Leasing, LLC, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

Joan M. Phillips
Notary Public

My Commission Expires:

STATE OF PENNSYLVANIA)
)
COUNTY OF LAWRENCE) ss:

On this 11th day of September, 2000, before me personally appeared Bill Frank to me personally known, who, being duly sworn, did say that he/she is P.E.O. of Bill Frank Trucking, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

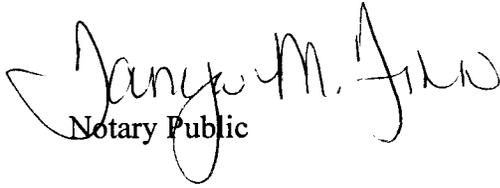
Joan M. Phillips
Notary Public

Notarial Seal
Joan M. Phillips, Notary Public
Taylor Twp., Lawrence County
My Commission Expires Aug. 20, 2001
Member, Pennsylvania Association of Notaries

My Commission Expires:

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss:

On this 8th day of September, 2000, before me personally appeared Joseph B. Williams to me personally known, who, being duly sworn, did say that he/she is Vice President of Heller Financial Leasing, Inc., and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public

My Commission Expires:



108426
049849.03

OLD NO		NEW NO	
BCOL	19041	LNAL	10050
BCOL	18078	LNAL	10051
BCOL	17902	LNAL	10052
BCOL	19048	LNAL	10053
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