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RECORDATION NO. 23608 FILED

August 7, 2001

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Taledia Stokes
SURFACE TRANSPORTATION BOARD
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 9, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **OHIO CENTRAL RAILROAD SYSTEM**
136 S. 5th Street, Coshocton, OH 43812

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **OHIO CENTRAL RAILROAD SYSTEM** covering 20 gondolas with reporting marks and numbers – YB 4000 – YB 4019, INCLUSIVE.

Please file this memorandum as a **PRIMARY** and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
New Business Development/Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9th day of July, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and OHIO CENTRAL RAILROAD SYSTEM, a OHIO corporation, with an address at 136 S. 5th Street, Coshocton, OH 43812 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of July 9, 2001 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

OHIO CENTRAL RAILROAD SYSTEM

By: William A. Strawn II
Name: WILLIAM A. STRAWN II
Title: PRESIDENT

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
20

Equipment Description
52'-5'6" sided mill gondolas

<u>Car Marks and Numbers</u>		
1	YB	4000
2	YB	4001
3	YB	4002
4	YB	4003
5	YB	4004
6	YB	4005
7	YB	4006
8	YB	4007
9	YB	4008
10	YB	4009
11	YB	4010
12	YB	4011
13	YB	4012
14	YB	4013
15	YB	4014
16	YB	4015
17	YB	4016
18	YB	4017
19	YB	4018
20	YB	4019