

THOMPSON
HINE & FLORY LLP

Attorneys at Law

August 1, 2000

VIA HAND DELIVERY

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

RECORDATION NO. 23030 FILED
AUG 1 '00 11-45 AM
TS
SURFACE TRANSPORTATION BOARD

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 primary document not previously recorded entitled Memorandum of Master Lease Agreement (together with all amendments and supplements, the "Memorandum of Lease") between Kasgro Leasing, LLC (together with its successors and permitted assigns, the "Lessor") and Bill Frank Trucking (together with its successors and permitted assigns, the "Lessee") dated as of July 28, 2000.

The parties to the Memorandum of Lease are:

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

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

The said Memorandum of Lease evidences of record that certain Master Lease Agreement dated as of March 11, 2000 (the "Lease"), pursuant to which the Lessor is leasing to the Lessee 30 rebuilt gondola railcars (formerly flat railcars), as identified in the Lease.

The units of equipment covered by the instant Memorandum of Lease are the said rebuilt gondola railcars, as identified in Schedule I to the Memorandum of Lease, a copy of which is attached hereto.

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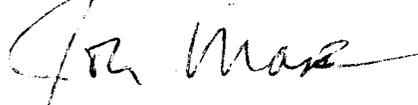
A short summary of the Memorandum of Lease to appear in the STB Index is as follows:

“Memorandum of Lease dated as of July 28, 2000
between Kasgro Leasing, LLC, as Lessor, and Bill
Frank Trucking, as Lessee, covering 30 rebuilt
gondola railcars bearing new identification marks
and numbers: LNAL 10050-10063 and KRL 10064-
10079.”

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 counterpart not needed for your files, together with the 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 and
Bill Frank Trucking*

Enclosures

106466
049849.03

SCHEDULE I

Thirty (30) 100 Ton High side gondola railcars

New railcar symbols	Old railcar symbols
LNAL 10050	BCOL 19041
LNAL 10051	BCOL 18078
LNAL 10052	BCOL 17902
LNAL 10053	BCOL 19048
LNAL 10054	BCOL 18127
LNAL 10055	BCOL 18059
LNAL 10056	BCOL 19032
LNAL 10057	BCOL 18374
LNAL 10058	BCOL 18402
LNAL 10059	BCOL 19080
LNAL 10060	BCOL 17746
LNAL 10061	BCOL 19088
LNAL 10062	BCOL 19030
LNAL 10063	BCOL 19026
KRL 10064	BCOL 19024
KRL 10065	BCOL 19012
KRL 10066	BCOL 19083
KRL 10067	BCOL 19075
KRL 10068	BCOL 18470
KRL 10069	BCOL 19065
KRL 10070	BCOL 19010
KRL 10071	BCOL 19047
KRL 10072	BCOL 19018
KRL 10073	BCOL 19051
KRL 10074	BCOL 17575
KRL 10075	BCOL 19042
KRL 10076	BCOL 19033
KRL 10077	BCOL 18075
KRL 10078	BCOL 19082
KRL 10079	BCOL 18372

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**MEMORANDUM OF
MASTER LEASE AGREEMENT**

MEMORANDUM OF MASTER LEASE AGREEMENT (together with all amendments and supplements hereto, this "Memorandum") between Kasgro Leasing, LLC, a Pennsylvania limited liability company, (together with its successors and permitted assigns, the "Lessor"), and Bill Frank Trucking, a Pennsylvania corporation (together with its successors and permitted assigns, the "Lessee").

WHEREAS, the Lessor 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 hereto.

IN WITNESS WHEREOF, the parties hereto wish to show for public record the ownership of such railcars in favor of the Lessor and the leasehold interest in such railcars of the Lessee and, accordingly, have caused this Memorandum to be duly executed by their respective duly authorized officers, on the 28th of July, 2000.

KASGRO LEASING, LLC.

By: *J. M. Kossal*

Title: *PRES. & CEO*

BILL FRANK TRUCKING

By: *Bill Frank*

Title: *Owner / CEO*

STATE OF Pennsylvania)
)
COUNTY OF Lawrence) ss:

On this 31st day of July, 2000, before me personally appeared G.M. Kassab to me personally known, who, being duly sworn, did say that he 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 acknowledged that execution of the forgoing 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 Pennsylvania)
)
COUNTY OF Lawrence) ss:

On this 31st day of July, 2000, before me personally appeared Bill Frank to me personally known, who, being duly sworn, did say that he is Owner/CEO 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 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:

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