

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

RECORDATION NO. 23509 FILED

JUN 15 '01 12:53 PM

**SURFACE TRANSPORTATION BOARD**

lgitomer@bjllp.com

June 15, 2001

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Master Lease Agreement, a primary document, dated as of May 31, 2001. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Master Lease Agreement are:

Lessor:

GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Lessee:

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

A description of the equipment covered by the Memorandum of Master Lease Agreement consists of 31 flatcars numbered KRL 25200, 70879-70882, inclusive, 70884-70892, inclusive, 70894-70898, inclusive, 70900, 70902, 70903, 70906, 70907, 300302, 370398, 701210, and 701222-701225, inclusive.

BALL JANIK LLP

Honorable Vernon A. Williams  
June 15, 2001  
Page 2

A fee of \$ 28.00 is enclosed. Please return two originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

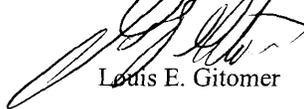
A short summary of the document to appear in the index follows: a Memorandum of Master Lease Agreement between GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Lessee:

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

A description of the equipment covered by the Memorandum of Master Lease Agreement consists of 31 flatcars numbered KRL 25200, 70879-70882, inclusive, 70884-70892, inclusive, 70894-70898, inclusive, 70900, 70902, 70903, 70906, 70907, 300302, 370398, 701210, and 701222-701225, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 23509 FILED

JUN 15 '01 1:53 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
MASTER LEASE AGREEMENT**

MEMORANDUM OF MASTER LEASE AGREEMENT dated as of May 31, 2001 (together with all amendments and supplements hereto, this "Memorandum"), between GATX Third Aircraft Corporation, a Delaware corporation, (together with its successors and permitted assigns, the "Lessor"), and Kasgro Leasing, LLC, a Pennsylvania limited liability company (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 May 31, 2001, covering the railcars described in Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto wish to show for public record the ownership of such railcars by 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 May 31, 2001.

GATX THIRD AIRCRAFT CORPORATION

By: Thomas P. Neal

Title: Vice President

KASGRO LEASING, LLC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

State of California                    )  
  )  
County of San Francisco            )

On May 31, 2001 before me, Nicholette Maris, Notary Public, personally appeared Thomas C. Nord, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Nicholette Maris  
Notary Public

**MEMORANDUM OF  
MASTER LEASE AGREEMENT**

MEMORANDUM OF MASTER LEASE AGREEMENT dated as of May 31, 2001 (together with all amendments and supplements hereto, this "Memorandum"), between GATX Third Aircraft Corporation, a Delaware corporation, (together with its successors and permitted assigns, the "Lessor"), and Kasgro Leasing, LLC, a Pennsylvania limited liability company (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 May 31, 2001, covering the railcars described in Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto wish to show for public record the ownership of such railcars by 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 May 31, 2001.

GATX THIRD AIRCRAFT CORPORATION

By: \_\_\_\_\_

Title: Vice President

KASGRO LEASING, LLC.

By: 

Title: Exec VP / CFO

STATE OF CALIFORNIA )  
 )  
COUNTY OF SAN FRANCISCO ) ss:

On this \_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared Thomas C. Nord, to me personally known, who, being duly sworn, did say that he is Vice President of GATX Third Aircraft Corporation and that the foregoing instrument was signed on behalf of such corporation by authority of its organic documents, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

\_\_\_\_\_  
Notary Public

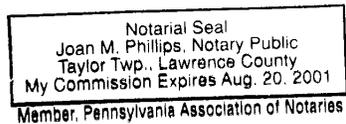
My Commission Expires:  
\_\_\_\_\_

STATE OF PENNSYLVANIA )  
 )  
COUNTY OF Lawrence ) ss:

On this 7<sup>th</sup> day of June, 2001, before me personally appeared Jeffery A. Plut to me personally known, who, being duly sworn, did say that he is Exec. VP + CFO 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 foregoing instrument was the free act and deed of such corporation.

Joan M. Phillips  
Notary Public

My Commission Expires:  
\_\_\_\_\_



### EXHIBIT A

Reporting Marks	Car Number	Description
KRL	25200	25', 210 - Ton 8 - Axle FD
KRL	70881	70', 230 - Ton 8 - Axle FM
KRL	70882	70', 230 - Ton 8 - Axle Flat
KRL	70879	70', 230 - Ton 8 - Axle Flat
KRL	70884	70', 230 - Ton 8 - Axle Flat
KRL	70885	70', 230 - Ton 8 - Axle Flat
KRL	70886	70', 230 - Ton 8 - Axle Flat
KRL	70887	70', 230 - Ton 8 - Axle Flat
KRL	70888	70', 230 - Ton 8 - Axle Flat
KRL	70889	70', 230 - Ton 8 - Axle Flat
KRL	70890	70', 230 - Ton 8 - Axle Flat
KRL	70891	70', 230 - Ton 8 - Axle FM
KRL	70892	70', 230 - Ton 8 - Axle FM
KRL	70894	70', 230 - Ton 8 - Axle FM
KRL	70895	70', 230 - Ton 8 - Axle FM
KRL	70896	70', 230 - Ton 8 - Axle FM
KRL	70897	70', 230 - Ton 8 - Axle FM
KRL	70898	70', 230 - Ton 8 - Axle FM
KRL	70900	70', 230 - Ton 8 - Axle FM
KRL	70880	70', 230 - Ton 8 - Axle FM
KRL	70902	70', 230 - Ton 8 - Axle FM
KRL	70903	70', 230 - Ton 8 - Axle FM
KRL	70906	70', 230 - Ton 8 - Axle FM
KRL	70907	70', 230 - Ton 8 - Axle FM
KRL	300302	30', 300 - Ton 12 - Axle FD
KRL	370398	48', 370 - Ton 12 - Axle FM
KRL	701210	70', 112 - Ton 4 - Axle Flat
KRL	701222	70', 112 - Ton 4 - Axle Flat
KRL	701223	70', 112 - Ton 4 - Axle Flat
KRL	701224	70', 112 - Ton 4 - Axle Flat
KRL	701225	70', 112 - Ton 4 - Axle Flat