

RECORDATION NO. 23714 FILED

OCT 24 '01 2-18 PM

SURFACE TRANSPORTATION BOARD

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

October 24, 2001

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 three (3) copies of a Memorandum of Lease Agreement dated June 14, 2001, 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:	MRC Rail Services, LLC 200 Park Avenue <i>One California Street</i> New York, NY 11066 <i>Suite 1500</i> <i>San Francisco, CA 94111</i>
Lessee:	Greenfield Logistics, LLC 8960 North Highway 40 Lake Point, UT 84074 <i>Joh</i>

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

50 railcars GFLX 100 - GFLX 149

Mr. Vernon A. Williams  
October 24, 2001  
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A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
MRC RAIL SERVICES, LLC ("LESSOR")**

**AND**

**Greenfield Logistics, LLC ("LESSEE")**

6 / 14, 2001

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Memorandum of a Lease Agreement made and entered into as of 6/14, 2001 by and between MRC Rail Services, LLC, a Delaware limited liability company, ("Lessor") and Greenfield Logistics, LLC, a Utah limited liability company ("Lessee").

WITNESSETH:

1. Lessor, as a result of its assumption of lease agreement (as lessor) dated April 1, 2001 by and between JAIX Leasing Company and Lessee ("Lease Agreement"), has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 50 units of articulated bulk container cars bearing marks and numbers as follows:

GFLX 100 - 149 (both inclusive)

2. This Memorandum shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

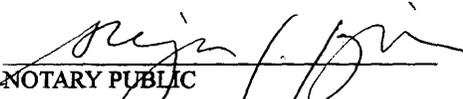
Lessor: MRC Rail Services, LLC  
 By: Micheline More  
 Title: President  
 Date: 10/16/01

Lessee: Greenfield Logistics, LLC  
 By: Frank Green  
 Title: Vice President  
 Date: 6/14/01

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On this 16<sup>th</sup> day of Oct, 2001, before me personally appeared Michilino Nese, to me personally known, who being by me duly sworn, says that he is President of MRC Rail Services, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC

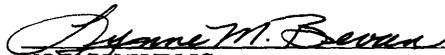
My commission expires:



STATE OF Utah

COUNTY OF Tooele

On this 20<sup>th</sup> day of Sept, 2001, before me personally appeared Dan K. Owen, to me personally known, who being by me duly sworn, says that he is Vice President of Greenfield Logistics, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC

My commission expires:

March 2, 2002

