

RECORDATION NO. **23744** FILED

NOV 20 '01 4-21 PM

TS  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

November 20, 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 two (2) copies of Memorandum of Lease, dated July 25, 2000, 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: Railcar, Ltd.  
1819 Peach tree Rd. N.E.  
Suite 425  
Atlanta, GA 30309-1847

Lessee: Manufacturers Railway Company  
2850 South Broadway  
St. Louis, MO 63118

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

45 boxcars MRS 3000 - MRS 3044

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Page Two

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

Memorandum of Lease

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

MEMORANDUM OF LEASE

1. Pursuant to the Master Lease Agreement dated as of July 25, 2000, and the related Schedule No. One dated as of July 25, 2000 (collectively, the "Lease Agreement"), between Railcar, Ltd. ("Lessor"), as Lessor, and Manufacturers Railway Company ("Lessee"), as lessee, Lessor has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease."

2. The addresses of the parties are as follows:

Railcar, Ltd.  
1819 Peachtree Road, N.E., Suite 425  
Atlanta, Georgia 30309-1847

Manufacturers Railway Company  
2850 South Broadway,  
St. Louis, Missouri 63118

3. The term of the Lease has commenced on July 25, 2000 and is scheduled to end approximately on August 1, 2003 subject to an option to extend the term for two additional one year periods.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on Next Page]

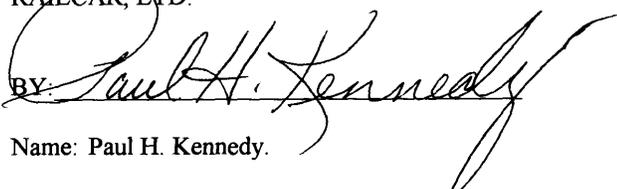
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**SURFACE TRANSPORTATION BOARD**

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed effective as of July 25, 2000.

RAILCAR, LTD.

BY: 

Name: Paul H. Kennedy.

Title: Vice President of Administration

State of Georgia, County of Fulton

On July 26<sup>th</sup> 2000, before me personally appeared Paul H. Kennedy, to me personally known, who being by me duly sworn says that he is Vice President of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, Gwinnett County, Georgia  
My Commission Expires January 3, 2004

[Execution continued on next page; remainder of this page intentionally left blank]

MANUFACTURERS RAILWAY COMPANY

By: E.R. Gordon

Name: E.Z. GORDEK.

Title: PRESIDENT & CEO

State of Missouri, <sup>City</sup> County of St. Louis

On August 1, 2000, before me personally appeared E.Z. Gordon, to me personally known, who being by me duly sworn says that he is President & CEO of Manufacturers Railway Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anita J. Thomas

Notary Public

My commission expires:

[NOTARIAL SEAL]

ANITA J. THOMAS  
NOTARY PUBLIC—STATE OF MISSOURI  
ST. LOUIS COUNTY  
MY COMMISSION EXPIRES DEC. 11, 2002

**DESCRIPTION OF RAILCARS  
EXHIBIT TWO TO SCHEDULE NO. ONE**

|                                |                                  |
|--------------------------------|----------------------------------|
| <u>Lessee:</u>                 | Manufacturers Railway Company    |
| <u>Lessor:</u>                 | RAILCAR, LTD                     |
| <u>Owner:</u>                  | RAILCAR, LTD                     |
| <u>Number of Cars in Lease</u> | (45) Forty-Five                  |
| <u>Description of Cars:</u>    | 60' 100 ton used RBL boxcars     |
| <u>Car Marks and Numbers:</u>  | MRS 3000 to MRS 3044 (inclusive) |