

RECORDATION NO. 23805 FILED!

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

JAN 02 '02 4-04 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

January 2, 2002

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 a Memorandum of Equipment Lease Agreement, dated as of December 18, 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:

Owner/Lessor: MBC Leasing Corp.
2 Hopkins Plaza, 5th Floor
Baltimore, Maryland 21201

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

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

Nine (9) flatcars with KRL reporting marks and numbered 70869, 70877, 70878, 370375 - 370379 and 370399.

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

Memorandum of Equipment Lease Agreement.

Mr. Vernon A. Williams
January 2, 2002
Page 2

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.

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

Very truly yours,

 F.M.L.

Robert W. Alvord

RWA/anm
Enclosures

JAN 02 '02 4-04 PM

MBC LEASING CORP.

~~SURFACE TRANSPORTATION BOARD~~

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT dated as of ~~DECEMBER~~ 16, 2001, between **MBC LEASING CORP.**, a Maryland corporation, as Owner and Lessor (hereinafter, "MBC"), and **KASGRO LEASING, LLC**, a Pennsylvania limited liability company, as Lessee (hereinafter, "Kasgro").

WHEREAS MBC and Kasgro are entering into that certain Equipment Lease Agreement dated as of the date hereof (hereinafter, the "Agreement"), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Kasgro shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, MBC and Kasgro wish to show for the public record (a) the ownership of the said railroad equipment by MBC, and (b) the leasehold interest of Kasgro in said railroad equipment, and accordingly have caused this memorandum to be executed by their duly authorized officers, as of the date first above written.

WITNESS/ATTEST:

OWNER/LESSOR:

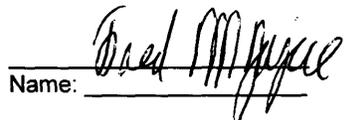
MBC LEASING CORP.,
A Maryland Corporation


Name: Mary Roberts

By: W. Keith Moore (SEAL)
W. Keith Moore,
Senior Vice President

LESSEE:

KASGRO LEASING, LLC,
A Pennsylvania Limited Liability Company


Name: Brad M. Joyce

By: Gregory A. Platt (SEAL)
Name: Gregory A. Platt No
Title: Exec VP / CFO seal

(ACKNOWLEDGMENTS ON THE FOLLOWING PAGE)

COUNTY OF Butler SS:

On this 13TH day of DECEMBER, before me, personally appeared Jeffrey A. Plot, 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.

My Commission Expires:
Dec 13, 2004

(SEAL)
NOTARY PUBLIC
Timothy J. Willock
Notary Seal
Timothy J. Willock, Notary Public
George Boro, Beaver County
My Commission Expires Dec 13, 2004
Beaver, Pennsylvania Association of Notaries

STATE OF MARYLAND, ^{County} ~~CITY~~ OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this 18th day of December, before me, the undersigned a Notary Public of the State of Maryland, personally appeared Keith Moore, and acknowledged himself to be the SVP of MBC LEASING CORP., a Maryland corporation, and that he, as such SVP, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of MBC LEASING CORP. by himself as its SVP.

IN WITNESS MY Hand and Notarial Seal.

(SEAL) Ellen Steele
NOTARY PUBLIC

My Commission Expires:
E. MARIE STEELE
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 27, 2003

SCHEDULE A

(Equipment Lease Agreement dated as of ~~12/01/00~~ 10, 2001)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
3	70' 230 Ton Axle Flat Car		70878, 70877 and 70869
6	48' 370 Ton 12 Axle Flat Car		370375 to 370379 and 370399