

**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

lgitomer@bjllp.com

RECORDATION NO. **24012** FILED

JUN 26 '02

2-21 PM

**SURFACE TRANSPORTATION BOARD**

June 26, 2002

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

Dear Secretary Williams:

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

The document is a Memorandum of Lease Agreement, a primary document, dated as of June 25, 2002. We request that this document be given the next available Recordation Number.

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

Lessor:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Lessee:

Wheeling & Lake Erie Railway Company  
100 E. First Street  
Brewster OH 44613

A description of the equipment covered by the Memorandum of Lease Agreement consists of one HTT Model 6700S Tamper Serial Number 153129.

**BALL JANIK** LLP

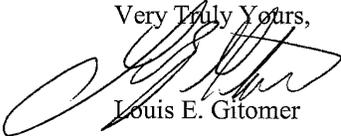
Honorable Vernon A. Williams  
June 26, 2002  
Page 2

A fee of \$ 30.00 is enclosed. Please return one original 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 Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Wheeling & Lake Erie Railway Company, 100 E. First Street, Brewster OH 44613, covering one HTT Model 6700S Tamper Serial Number 153129.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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RECORDING NO. 24012 FILED

JUN 26 02 2:21 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT**

**dated as of June 25, 2002**

**between**

**WHEELING & LAKE ERIE RAILWAY COMPANY,  
as Lessee,**

**and**

**LASALLE NATIONAL LEASING CORPORATION,  
as Lessor**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301**

**on \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_:\_\_\_\_.m.**

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 25, 2002, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor") and WHEELING & LAKE ERIE RAILWAY COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Railcar Lease Agreement dated June 14, 2002, and Schedule No. 1 thereto and incorporating the terms thereof, dated as of June 25, 2002 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

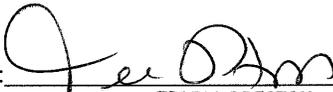
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By:   
Name: TERRI J. PRESTON  
Title: VICE PRESIDENT

WHEELING & LAKE ERIE RAILWAY COMPANY

By:   
Name: M. D. Mokatich  
Title: VP & CEO

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

On this 25 day of June, 2002, before me appeared Terri J. Preston, the person who signed this instrument, who acknowledged that (s)he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] **DANA L. WELKER**  
**NOTARY PUBLIC**  
**BALTIMORE COUNTY**

Dana L. Welker  
Notary Public

My commission expires:

November 12, 2003

STATE OF Ohio )  
 ) ss.  
COUNTY OF Stark )

On this 22 day of June, 2002, before me appeared Michael D. Mokodjan the person who signed this instrument, who acknowledged that (s)he is the VP + CFO of WHEELING & LAKE ERIE RAILWAY COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Sheryl L. Durant  
Notary Public

My commission expires:

**SHERYL L. DURANT**  
**NOTARY PUBLIC, STATE OF OHIO**, \_\_\_\_\_  
**NO. 24209**  
**COMMISSION EXPIRES AUG. 30, 2004**

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

HTT Model 6700S Tamper  
Serial Number 153129