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September 12, 2002

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

RECORDED 24104 FILED

SEP 12 02 12-21 PM

**SURFACE TRANSPORTATION BOARD**

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 September 5, 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:

Key Equipment Finance, a Division of Key Corporate Capital Inc.  
66 South Pearl Street  
Albany NY, 12207

Lessee:

Sperry Rail, Inc.  
46 Shelter Rock Road  
Danbury, CT 06810

A description of the equipment covered by the Memorandum of Lease Agreement consists of 42 Hi-Rail Inspection Rail Cars Numbered 150, 220, 230, 240, 250, 260, 270, 280, 290, 1010, 1020, 1030, 1040, 1050, 1060, 1070, 1080, 1085, 1090, 1100, 1110, 1120, 1125, 1130, 1135, 1140, 1145, 1150, 1160, 1170, 1180, 1190, 1200, 1210, Chase 1, Chase 2, Chase 3, Chase 4, Chase 5, Chase 6, Chase 7, and Chase 8.

**BALL JANIK LLP**

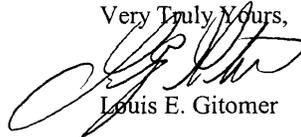
Honorable Vernon A. Williams  
September 12, 2002  
Page 2

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 Key Equipment Finance, a Division of Key Corporate Capital Inc., 66 South Pearl Street, Albany NY, 12207, and Sperry Rail, Inc., 46 Shelter Rock Road, Danbury, CT 06810, covering 42 Hi-Rail Inspection Rail Cars Numbered RFD 150, 220, 230, 240, 250, 260, 270, 280, 290, 1010, 1020, 1030, 1040, 1050, 1060, 1070, 1080, 1085, 1090, 1100, 1110, 1120, 1125, 1130, 1135, 1140, 1145, 1150, 1160, 1170, 1180, 1190, 1200, 1210, Chase 1, Chase 2, Chase 3, Chase 4, Chase 5, Chase 6, Chase 7, and Chase 8.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION 24104 FILED

SEP 12 '02 12-21 PM

**SURFACE TRANSPORTATION BOARD**

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MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE 07

Dated as of September 5, 2002

between

KEY EQUIPMENT FINANCE ,  
A Division of Key Corporate Capital Inc.  
Lessor

and

SPERRY RAIL, INC.  
Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT dated as of September 5, 2002 is made by and between SPERRY RAIL, INC., a Delaware corporation ("Lessee"), and KEY EQUIPMENT FINANCE, a Division of Key Corporate Capital Inc., a Delaware corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, together with Schedule 07 of even date (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor 42 Hi-Rail Inspection Cars bearing the railroad reporting markings set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth herein above and shall be subject to the Initial Term and any Renewal Terms as defined 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:**

KEY EQUIPMENT FINANCE  
a Division of Key Corporate Capital Inc.

By: 

Name:  
Title:

**Lessee:**

SPERRY RAIL, INC.

By: \_\_\_\_\_  
Name:  
Title:

**MEMORANDUM OF LEASE AGREEMENT**

**THIS MEMORANDUM OF LEASE AGREEMENT** dated as of September 5, 2002 is made by and between SPERRY RAIL, INC., a Delaware corporation ("Lessee"), and KEY EQUIPMENT FINANCE, a Division of Key Corporate Capital Inc., a Delaware corporation ("Lessor").

W I T N E S S E T H

1. Pursuant to a Master Equipment Lease Agreement, together with Schedule 07 of even date (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor 42 Hi-Rail Inspection Cars bearing the railroad reporting markings set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth herein above and shall be subject to the Initial Term and any Renewal Terms as defined 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:**

KEY EQUIPMENT FINANCE  
a Division of Key Corporate Capital Inc.

By: \_\_\_\_\_  
Name:  
Title:

**Lessee:**

SPERRY RAIL, INC.

By: *James P. Finley*  
Name: *James P. Finley*  
Title: *Secy*

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF ALBANY     )

On this 9<sup>th</sup> day of September, 2002, before me the subscriber personally appeared Krista L. Spada, who being by me duly sworn, did depose and say: that (s)he resides at Albany, New York; that (s)he is a Regional Business Unit Manager of Key Equipment Finance, a Division of Key Corporate Capital, Inc. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

James M. Kresge  
NOTARY PUBLIC

My Commission Expires: 4/1/06

JAMES M. KRESGE  
Notary Public, State of New York  
No. 01KR505845  
Qualified in Albany County  
Commission Expires April 1, 2006

STATE OF Connecticut     )  
  ) ss.:  
COUNTY OF \_\_\_\_\_     )

On this \_\_\_\_ day of September, 2002, before me the subscriber personally appeared \_\_\_\_\_, who being by me duly sworn, did depose and say; that (s)he resides at \_\_\_\_\_, CT; that (s)he is a \_\_\_\_\_ of SPERRY RAIL, INC. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF ALBANY )

On this \_\_\_ day of September, 2002, before me the subscriber personally appeared \_\_\_\_\_, who being by me duly sworn, did depose and say: that (s)he resides at Albany, New York; that (s)he is a Vice President of Key Equipment Finance, a Division of Key Corporate Capital, Inc. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

STATE OF Connecticut )  
COUNTY OF Fairfield ) ss.:

On this 10th day of September, 2002, before me the subscriber personally appeared Harold B. Finbury, who being by me duly sworn, did depose and say; that (s)he resides at RIVERLINE, CT; that (s)he is a SECRETARY of SPERRY RAIL, INC. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

John Anderson  
NOTARY PUBLIC Commissioner of the  
Superior Court  
My Commission Expires:

EXHIBIT A  
TO MEMORANDUM OF LEASE AGREEMENT  
DATED AS OF September 5, 2002

SCHEDULE A-1 INTERCREDITOR AGREEMENT (ONE PAGE ONLY)

ALL PROPERTY DESCRIBED BELOW MAY BE GENERALLY DESCRIBED AS HI-RAIL CARS

Operating Unit	YEAR	Make of Vehicle	VIN #	TAG #
RFD 150	85	CHEVY VAN	1GBK6S1F8FV210464	RP6522
RFD 250	88	GMC S6000	1GDM6P1F2JV518249	RP6527
RFD 230	89	INTRL S SERIES	1HTLDTVR2KH662728	RP6525
RFD 220	90	GMC PS6500	1GDM6T1G5LV514068	RP6524
RFD 240	90	GMC PS6500	1GDM6T1G9LV514185	RP6526
RFD 260	92	INTRL 4000 SERIES	1HTSDPPP0NH441146	RP6528
RFD 270	92	INTER 4000 SERIES	1HTSDPPP2NH441147	RP6529
RFD 280	93	INTER 4000 SERIES	1HTSDPPP2PH494661	RP6530
RFD 290	93	INTERNATIONAL	1HTSDPPP5PH508519	RP6531
RFD Chase 1	93	Chev 2500 Suburban 4X4	1GNGK26K5PJ373155	UAD849
RFD 1010	94	INTERN 4000 SERIES	1HTSDAAP5RH599820	RP6506
RFD 1020	95	INTERN 4000 SERIES	1HTSDAAPXSH253512	RP6507
RFD 1030	95	INTERNL	1HTSDAAP1SH253513	RP6508
RFD 1135	95	INTERN	1HTSDAAPXSH205072	RP6533
RFD 1145	95	INTERNATIONAL	1HTSDAAP1SH205073	RP6532
RFD 1040	96	INTERN 4000 SERIES	1HTSDAAP8TH271220	RP6509
RFD 1050	96	INTERN 4000 SERIES	1HTSDAAPXTH271221	RP6510
RFD 1085	96	INTERNL	1HTSDAAP1TH271222	RP6514
RFD Chase 3	96	Ford Explorer	1FMDU34XXTUA44028	RPK840
RFD 1060	97	INTERN	1HTSDAAP4VH430284	RP6511
RFD 1070	97	INTERN 4000 SERIES	1HTSDAAP6VH430285	RP6512
RFD 1080	97	INTERNL	1HTSDAAP0VH459958	RP7490
RFD 1125	97	INTERNL	1HTSDAAP2VH430283	RP6519
RFD 1090	98	INTERN 4000 SERIES	1HTSDAAP4WH545484	RP6515
RFD 1100	99	INTERN 4000 SERIES	1HTSDAAP9XH574447	RP6517
RFD 1110	99	INTERN 4000 SERIES	1HTSDAAP0XH574448	RP6517
RFD 1120	99	INTERN 4000 SERIES	1HTSDAAP2XH574449	RP6518
RFD 1130	99	INTERN 4000 SERIES	1HTSDAAP7XH662252	RP6520
RFD 1140	99	INTERN 4900 SERIES	1HTSDAAP9XH662253	RQ1824
RFD 1150	99	INTERN 4900 SERIES	1HTSDAAP0XH662254	RQ3511
RFD 1160	2000	INTERN 4900 SERIES	1HTSDAAP1YH312083	RQ4795
RFD 1170	2000	INTERN 4900 SERIES	1HTSDAAP3YH312084	RQ5003
RFD 1180	2000	INTERN 4900 SERIES	1HTSDAAP5YH312085	RQ6208

RFD 1190	2000	INTERN 4900 SERIES	1HTSDAAP7YH312086	RQ6475
RFD Chase 2	2000	Chev 2500 Suburban 4X4	3GNGK26U4YG195078	SJB191
RFD 1200	2001	Intern 4000 Series	1HTSDAAP21H312082	RR0022
RFD Chase 4	2001	Ford F 350 Crew Cab 4X4	3FTSW31F31MA48070	1639JZ
RFD Chase 5	2001	Ford F 350 Crew Cab 4X4	1FTSW31F41ED02780	1642JZ
RFD Chase 6	2001	Ford F 350 Crew Cab 4X4	1FTSW31FX1EC42245	1641JZ
RFD Chase 7	2001	Ford F 350 Crew Cab 4X4	3FTSW31F71MA75188	1764JZ
RFD Chase 8	2001	Ford F 350 Crew Cab 4X4	1FTSW31F61ED69414	1765JZ
RFD 1210	2002	INTERN 4900 SERIES	1HTSDAAP62H513842	