

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

RECORDATION NO. 24167 FILED

OCT 9 '02 2-16 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

October 9, 2002

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

Dear Secretary Williams:

I have enclosed the original and one certified copy 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 October 7, 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:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

LBC Houston, L.P.
11666 Port Road
Seabrook, TX 77586

A description of the equipment covered by the Memorandum of Lease Agreement consists of two trackmobiles numbered 4250TM S/N 97426-0600 and 4350TM S/N 97713-0902.

BALL JANIK LLP

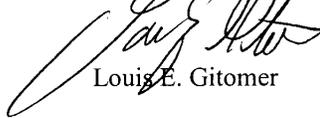
Honorable Vernon A. Williams
October 9, 2002
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A fee of \$ 30.00 is enclosed. Please return the original to:

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 Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and LBC Houston, L.P., 11666 Port Road, Seabrook, TX 77586, covering two trackmobiles numbered 4250TM S/N 97426-0600 and 4350TM S/N 97713-0902.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")
AND
LBC HOUSTON, L.P. ("LESSEE")

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Memorandum of a Lease Agreement made and entered into as of October 7, 2002
by and between Banc One Leasing Corporation ("Lessor") and LBC Houston, L.P.
("Lessee").

Witnesseth:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A.
2. The lease of the Railcars 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 between Lessor and Lessee.

This document may be signed in any number of counterparts, each of which shall be an original and all of which shall be a part of this Memorandum of Lease Agreement.

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

Lessor: Banc One Leasing Corporation

By: Chris Adams

Title: Funding Authority

Date: 10-7-02

Lessee: LBC HOUSTON, L.P.

By: LBC Operations (US), LLC, its General Partner

By: J. Patrick Foyel

Title: Vice President, LBC Houston, L. P.

Date: October 7, 2002

STATE OF OHIO

COUNTY OF DELAWARE

On this 7th day of oct 2002, before me personally appeared
Chris Adkins, to me personally known, who being by me duly
sworn, says that he is the Funding Authority of Banc One Leasing
Corporation, that the foregoing instrument was signed on behalf of said corporation, and
he acknowledged that the execution of the said instrument was the free act and deed of
said corporation.



LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10-15-06

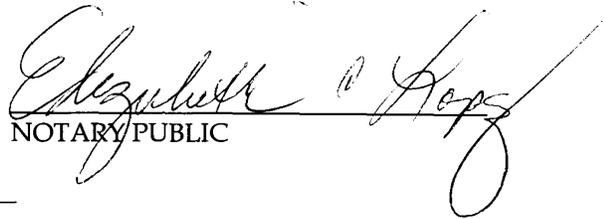
Laura A. Noble
NOTARY PUBLIC

STATE OF TEXAS

COUNTY OF HARRIS

On this 7th day of October, 2002, before me personally appeared J. Patrick Fojtik, to me personally known, who being by me duly sworn, says that he is the Vice President of LBC HOUSTON, L.P., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.




NOTARY PUBLIC

My commission expires: _____

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of October 7, 2002, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
October 9, 2002

EXHIBIT A

LOCATION: 11666 PORT ROAD
SEABROOK, TX 77586
HARRIS COUNTY

EQUIPMENT COST: USED 4250TM TACKMOBILE
S/N 97426-0600

NEW 4350TM TRACKMOBILE
S/N 97713-0902

TOGETHER WITH ALL ATTACHMENTS, ADDITIONS, ACCESSIONS, PARTS, REPAIRS,
IMPROVEMENTS, REPLACEMENTS AND SUBSTITUTIONS THERETO.