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Florida  
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Pennsylvania  
Washington, D.C*

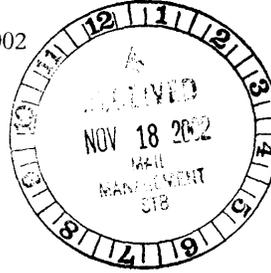
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RECORDATION NO. 24214 FILED

NOV 19 02 9-46 AM

**SURFACE TRANSPORTATION BOARD**

November 8, 2002



Mr. Vernon A. Williams  
Secretary  
1925 K Street, N.W., Room 715  
Surface Transportation Board  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Master Lease Agreement, dated October 30, 2002, 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: De Lage Landen Financial Services, Inc.  
1111 Old Eagle School Road  
Wayne, PA 19087

Lessee: Mammoet Transport USA Inc.  
20525 FM 521 RD  
Rosharon, TX 77583

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

Railcar Karagro 32" Dock FD KLR 832001  
Railcar Karago 32" Dock FD KLR 832002

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

Memorandum of Master Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

BLANK ROME COMISKY & McCAULEY LLP \_\_\_\_\_

Mr. Vernon A. Williams  
November 8, 2002  
Page 2 of 5

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

Very truly yours,

  
Kevin J. Baum

KJB/am  
Enclosure

cc: Mr. Paul Janson

**MEMORANDUM OF MASTER LEASE AGREEMENT**

Memorandum of Master Lease Agreement, entered into on November 4, 2002 between De Lage Landen Financial Services, Inc. ("Lessor") and Mammoet SA, Inc. and Mammoet Transport USA Inc. ("Lessees").

The undersigned have entered into that certain Master Lease Agreement dated October 2, 2002 whereby the Lessor has agreed to lease to Lessees and the Lessees have agreed to lease from the Lessor Railcar Karago 32" Dock FD KLR 832001 and Railcar Karago 32" Dock FD KLR 832002 (the "Lease"). This Memorandum of Master Lease Agreement is intended to evidence the Lease for the purposes of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 U.S.C. 11301.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Master Lease Agreement to be duly executed as of the date and year first above written.

**DE LAGE LANDEN FINANCIAL SERVICES, INC.**

By: [Signature]  
Name: Eric R. Johnson  
Title: Vice President Finance

**MAMMOET USA, INC.**

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

**MAMMOET TRANSPORT USA INC.**

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

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF MASTER LEASE AGREEMENT**

Memorandum of Master Lease Agreement, entered into on November 4, 2002 between De Lage Landen Financial Services, Inc. ("Lessor") and Mammoet USA, Inc. and Mammoet Transport USA Inc. ("Lessees").

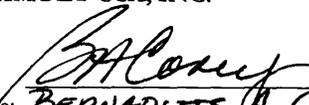
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IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Master Lease Agreement to be duly executed as of the date and year first above written.

**DE LAGE LANDEN FINANCIAL SERVICES, INC.**

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

**MAMMOET USA, INC.**

By:   
Name: BERNADETTE A. CONEY  
Title: EXEC. VICE PRESIDENT

**MAMMOET TRANSPORT USA INC.**

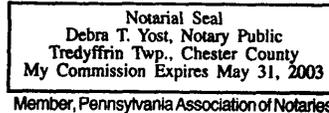
By:   
Name: BERNADETTE A. CONEY  
Title: EXEC. VICE PRESIDENT

STATE OF Pennsylvania )  
 )  
COUNTY OF Chester ) SS:

On this 4<sup>th</sup> day of November, 2002, before me personally appeared Paul Janson, to me personally known, who being by me duly sworn, says that he/~~she~~ is the VP Structured Finance of DE LAGE LANDEN FINANCIAL SERVICES, INC., that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Debra T. Yost  
Notary Public

My commission expires: \_\_\_\_\_



STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he/she is the \_\_\_\_\_ of MAMMOET USA, INC., that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this \_\_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he/she is the \_\_\_\_\_ of DE LAGE LANDEN FINANCIAL SERVICES, INC., that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Notary Public

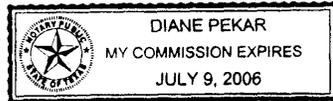
My commission expires: \_\_\_\_\_

STATE OF TEXAS )  
 )  
COUNTY OF BRAZORIA ) SS:

On this 4th day of November, 2002, before me personally appeared Bernadette Cooper, to me personally known, who being by me duly sworn, says that he/she is the Exec. Vice President of MAMMOET USA, INC., that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Diane Pekar  
\_\_\_\_\_  
Notary Public

My commission expires: July 9, 2006



STATE OF Texas )  
 )  
COUNTY OF Brazoria ) SS:

On this 4th day of November, 2002, before me personally appeared Bernadette A. Conroy to me personally known, who being by me duly sworn, says that he/she is the Executive President of MAMMOET TRANSPORT USA INC., that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Diane Pekar  
Notary Public

My commission expires: July 9, 2006

