

RECORDATION NO. 24797 FILED

JAN 28 '04 1-24 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

January 28, 2004

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 Lease, dated as of December 31, 2003, 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:	Railcar, Ltd. 1201 Peachtree Rd. N.E. 400 Colony Square, Suite 1101 Atlanta, GA 30361
Lessee:	Conrad Yelvington Distributors Inc. 2326 Bellevue Avenue Daytona Beach, Florida 32114

Mr. Vernon A. Williams
January 28, 2004
Page 2

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

3 covered hopper railcars: RMGX 5100 – RMGX 5102.

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

Memorandum of Lease.

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.

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

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Master Lease Agreement dated as of April 1, 1999, and the related Schedule Nos. 21 dated as of February 11, 2003, (collectively, the "Lease Agreement"), between Railcar, Ltd., successor by assignment to Railcar Asset Financing Trust ("Lessor"), and Conrad Yelvington Distributors, Inc. ("Lessee"), Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and incorporated herein by reference (the "Cars").

2. On December 30, 2003, Railcar Asset Financing Trust sold, assigned and transferred all of its right, title and interest in and to the Cars and the Lease Agreement to Railcar, Ltd.

3. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.
1201 Peachtree St., N.E.
400 Colony Square, Suite 1101
Atlanta, Georgia 30361
Attn: Contract Administrator

Lessee: Conrad Yelvington Distributors, Inc.
2326 Bellevue Avenue
Daytona Beach, FL 32114
Attn: President

3. The term of the Lease is one (1) month, commencing on March 1, 2003, and shall automatically renew for successive one-month terms until either Lessor or Lessee gives thirty (30) days' advance written notice to all the parties of its intent to terminate the Lease.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease to be executed as of this 31 day of December, 2003.

RAILCAR, LTD.

By: Jeffrey Edelman
Name: Jeffrey Edelman
Title: Vice President - Finance

State of Georgia, County of Cobb

On December 31, 200~~2~~³, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARY SEAL]

Myra A. Hsken
Notary Public:
My commission expires: 5-29-2007

CONRAD YELVINGTON DISTRIBUTORS, INC.

By: [Signature]
Name: Gary Yelvington
Title: President

State of ~~Tennessee~~^{Florida}, County of Volusia

On _____, ~~2002~~²⁰⁰³, before me personally appeared Gary Yelvington, to me personally known, who being by me duly sworn says that he is President of Conrad Yelvington Distributors, Inc., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARY SEAL]

Linda H. Smith
Notary Public:
My commission expires:



LINDA W. SMITH
Notary Public, State of Florida
My comm. expires May 15, 2006
Comm. No. DD 091630

EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to Memorandum of Lease dated January 13, 2004, by and among Railcar, Ltd., as Lessor and Conrad Yelvington Distributors, Inc., as Lessee.

Owner of the Cars: Railcar, Ltd.

Number of Cars in Lease: Three (3)

Description of Cars: Used covered hoppers

Car Marks and Numbers: RMGX 5100, RMGX 5101, and RMGX 5102