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RECORDATION NO. 24950 FILED ?

MAY 12 '04 2-58 PM

**SURFACE TRANSPORTATION BOARD**

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@dc.bjllp.com

May 12, 2004

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 April 30, 2004. 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

Lessees:

Dana Transport, Inc.  
Dana Container, Inc.  
International Equipment Logistics, Inc.  
Suttles Truck Leasing, L.L.C.  
210 Essex Avenue East  
Avenel, NJ 07001

A description of the equipment covered by the Memorandum of Lease Agreement consists of five tank cars numbered DNAX 125020-125024, inclusive.

BALL JANIK LLP

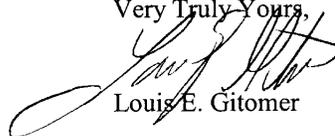
Honorable Vernon A. Williams  
May 12, 2004  
Page 2

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 Dana Transport, Inc., Dana Container, Inc., International Equipment Logistics, Inc., and Suttles Truck Leasing, L.L.C., 210 Essex Avenue East, Avenel, NJ 07001, covering five tank cars numbered DNAX 125020-125024, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 24950 FILED

MAY 12 '04 2-58 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement

Between

Banc One Leasing Corporation (Lessor)

and

Dana Transport, Inc., Dana Container, Inc., International Equipment Logistics, Inc.,  
and Suttles Truck Leasing, L.L.C. (Lessees)

Dated as of April 30, 2004

## MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement, made and entered into as of April 30, 2004, is by and between Banc One Leasing Corporation ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and the Dana Transport, Inc., Dana Container, Inc., International Equipment Logistics, Inc., and Suttles Truck Leasing, L.L.C. ("Lessees"), 210 Essex Avenue East, Avenel, NJ 07001.

## WITNESSETH:

1. Lessor has agreed to furnish to Lessees, and Lessees have agreed to lease from Lessor the Railroad Equipment described on the Exhibit attached hereto, bearing marks and numbers as described on the attached Exhibit.

2. The Lease of the Railroad Equipment, number 1000119171, 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 Lessees.

3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

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.

Banc One Leasing Corporation  
as Lessor

By: Stacy Roth  
Name: Stacy Roth  
Title: Funding Authority

Dana Container, Inc.  
Dana Transport, Inc.  
International Equipment Logistics, Inc.  
Suttles Truck Leasing, L.L.C.  
as co-Lessees

By: Ronald Dana  
Name: Ronald Dana  
Title: Pres.

STATE OF Ohio )  
County of Delaware ) ss.

On this 11 day of May, 2004, before me, Jami Weikel the undersigned Notary Public, personally appeared Stacey Roth personally known to me to be the person who executed the within instrument as General Authority on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



TAMI WEIKEL  
Notary Public, State of Ohio  
My Commission Expires Oct. 26, 2008

Jami Weikel  
Notary Public for Bank One Leasing  
My Commission expires Oct 26, 2008

STATE OF New Jersey )  
County of Middlesex ) ss.

On this 10<sup>th</sup> day of May, 2004, before me, Kathleen Murphy the undersigned Notary Public, personally appeared Donald B. Mann personally known to me to be the person who executed the within instrument as President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Kathleen M. Murphy  
Notary Public for Alax

My Commission expires March 25, 2005

**KATHLEEN M. MURPHY**  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Mar. 25, 2005

EXHIBIT

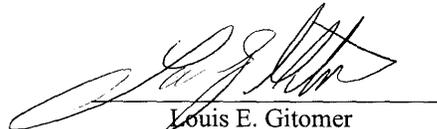
To

Memorandum of Lease Agreement between Banc One Leasing Corporation and  
Dana Transport, Inc., Dana Container, Inc., International Equipment Logistics, Inc.,  
and Suttles Truck Leasing, L.L.C.

Five tank cars numbered DNAX 125020-125024, inclusive.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of April 30, 2004, 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.



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Louis E. Gitomer  
May 12, 2004