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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 21, 2006

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 March 13, 2006, 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:	NARCAT LLC Suite R 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Kasgro Rail Corporation 320 East Cherry Street New Castle, Pennsylvania 16102

Mr. Vernon A. Williams
March 21, 2006
Page 2

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

1 flat car: ANGX 4015, to be renumbered KRL 101.

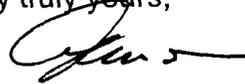
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 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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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 13 day of March, 2006, by and between NARCAT LLC, a Delaware limited liability company, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Kasgro Rail Corp., a Pennsylvania corporation, having its principal place of business at 320 East Cherry Street, New Castle, Pennsylvania 16102 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Net Lease Agreement dated effective as of December 1, 2005 (the "Master Lease"), and Rider Deal #C00908 dated effective as of December 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee one (1) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

KASGRO RAIL CORP

By:

Title:

Date:

Harry D. Keltner
President - Kasgro Rail Corp
March 13, 2006

STATE OF

Indiana

COUNTY OF

Harrison

SS:

The foregoing instrument was acknowledged before me this 13 day of March, 2006, by Harry D. Keltner, the President of Kasgro Rail Corp., a Pennsylvania corporation, on behalf of the corporation.

Blenda Parker
Notary Public

Lessor:

NARCAT LLC

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: Manager

Date: 3/17/06

STATE OF OHIO)

COUNTY OF LUCAS)

SS:

The foregoing instrument was acknowledged before me this 17th day of March, 2006, by Rasesh H. Shah, the Manager of NARCAT LLC, a Delaware limited liability company, on behalf of the company.



Julie Ann Dieble
Notary Public

JULIE ANN DIEBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010

EXHIBIT A

One (1) Heavy Duty Flat Car bearing mark ANGX 4015 and to be remarked as KRL 101.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

3/21/06



Robert W. Alvord